

NOTICE OF ANNUAL GENERAL MEETING 2014



Notice of Annual General Meeting and Explanatory Memorandum

Date of meeting:

Wednesday 5 November 2014

Time of meeting:

10:30am

Place of meeting:

Victoria Room, Ground Floor,
Hilton Adelaide, 233 Victoria Square,
Adelaide, South Australia

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 AGM, please complete the Proxy Form
enclosed and return it in accordance with the instructions set out in that form.

The annual report is available online, visit
<http://www.cooperenergy.com.au/investor-information/reports>

NOTICE OF ANNUAL GENERAL MEETING 2014

BACKGROUND INFORMATION

To assist you in deciding how to vote on the Resolutions, further details as background information to the Resolutions are set out in the Explanatory Notes forming part of this Notice of Meeting.

The Annual General Meeting of Cooper Energy Limited ABN 93 096 170 295 (Company) will be held in the Victoria Room, Ground Floor, Hilton Adelaide 233 Victoria Square, Adelaide, South Australia at 10:30am (CST) on Wednesday 5 November 2014

Business

Financial Statements and Reports

To receive and consider the Company's Annual Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2014.

Note: There is no vote on this item.

RESOLUTION 1 – Adoption of Remuneration Report

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

“That the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2014 be adopted.”

Note: A voting exclusion for this Resolution is set out under Important Information below.

RESOLUTION 2 – Re-election of Mr Hector Gordon as a director

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

“That Mr Hector Gordon, a director of the Company who retires by rotation in accordance with clause 5.1 of the Constitution and being eligible, offers himself for re-election, be re-elected as a director of the Company.”

RESOLUTION 3 – Increase in the Aggregate Annual Non-Executive Directors' Remuneration

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

"That, for the purpose of clause 38 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration payable to all non-executive directors in any year be increased from \$450,000 to \$750,000."

Note: A voting exclusion for this Resolution is set out under Important Information below.

RESOLUTION 4 – Amendment to Performance Rights Plan

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

"That, for the purpose of Listing Rule 7.2 Exception 9(b) and for all other purposes, the Company's amended employee performance rights plan (as summarised in the Explanatory Notes), and the grant of rights and issues of shares under that plan, be approved."

Note: A voting exclusion for this Resolution is set out under Important Information below.

RESOLUTION 5 – Issue of performance rights to Mr David Maxwell, Managing Director

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Mr David Maxwell of performance rights pursuant to the Company's employee performance rights plan as described in the Explanatory Notes, be approved."

Note: A voting exclusion for this Resolution is set out under Important Information below.

RESOLUTION 6 – Issue of performance rights to Mr Hector Gordon, Executive Director

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue to Mr Hector Gordon of performance rights pursuant to the Company's employee performance rights plan as described in the Explanatory Notes, be approved."

Note: A voting exclusion for this Resolution is set out under Important Information below.



By order of the Board

Alison Evans
Company Secretary

3 October 2014

IMPORTANT INFORMATION

The information set out below forms part of this Notice of Meeting.

1. Voting exclusion for Resolution 1

The Company will disregard any votes cast on Resolution 1 by the Company's key management personnel (KMP), as named in the Remuneration Report, or their closely related parties (as defined in the Corporations Act, including certain family members, dependents and companies they control).

The Company need not disregard a vote cast on this Resolution by a person described above if the vote is cast by that person as proxy for a person who is permitted to vote on the Resolution and in accordance with directions on the proxy form.

If you appoint the Chairman as your proxy on this Resolution and the proxy is not directed, you expressly authorise the Chairman to cast your vote on this Resolution.

The Chairman intends to vote all available proxies in favour of Resolution 1.

2. Voting exclusions for Resolutions 3, 4, 5 and 6

The Company will disregard any votes cast on:

- Resolution 3 by any of the Company's directors and any of their associates; and
- Resolutions 4, 5 and 6 by any director that is eligible to participate in the Company's employee performance rights plan and any of their associates.

However, the Company will not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolutions 3, 4, 5 and 6 by the Company's KMP or their closely related parties unless the vote is cast by that person as proxy for a person permitted to vote and in accordance with directions on the proxy form. If you appoint the Chairman as your proxy on Resolution 3, 4, 5 or 6 and the proxy is not directed, you expressly authorise the Chairman to cast your vote on these Resolutions.

The Chairman intends to vote all available proxies in favour of Resolutions 3, 4, 5 and 6.

3. Entitlement to vote

For the purpose of voting at the AGM, shares in the Company will be taken to be held by the persons who are registered as shareholders in the Company at 7.00pm (CST) on Monday 3 November 2014.

4. Voting in person

Please arrive at the venue 15 minutes before the start of the AGM so the Company may check shareholding against the Share Register and note attendances.

5. Voting by proxy

A proxy form accompanies this Notice. A shareholder who is entitled to vote at the AGM may appoint not more than two people as proxy to vote in the shareholder's place. The proxy need not be a shareholder. A shareholder that appoints two proxies may specify the proportion or number of votes each proxy may exercise, failing which each proxy may exercise half the shareholder's votes.

If the proxy chooses to vote, the proxy must vote in accordance with the directions on the proxy form. If a shareholder does not indicate on the proxy form the manner in which proxy is to vote, the proxy may vote as he or she thinks fit.

To vote by proxy, the proxy form (together with the original or certified copy of any power of attorney or other authority under which the form is signed, if any) must be received at the Share Registry no later than 10.30am (CST) on Monday, 3 November 2014 via any of the following methods.

Proxy Forms received after this time will not be valid for the purposes of the AGM.

Online:
www.investorvote.com.au

By mobile:
Scan the QR Code on your proxy form and follow the prompts

By post:
Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001

By facsimile (within Australia):
1800 783 447

By facsimile (outside Australia):
+61 3 9473 2555

By hand:
Computershare Investor Services Pty Ltd
Level 5, 115 Grenfell Street
Adelaide South Australia 5000

For Intermediary Online subscribers only (custodians):

Visit www.intermediaryonline.com to submit your voting intentions

6. Voting by corporate representative

A body corporate shareholder may appoint an individual as a corporate representative to vote at the AGM. Corporate representatives must lodge a certificate of appointment with the Company and/or the Share Registrar before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Share Registry on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

7. Questions from shareholders

The Chairman will allow a reasonable opportunity for shareholders at the AGM:

- (a) to ask questions about the management and performance of the Company; and
- (b) to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditors in relation to the conduct of the audit.

Shareholders may submit a written question to the auditors relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Report by no later than 10.30am (CST) on Wednesday 29 October 2014 via any of the following:

By post:
Attention: Company Secretary
Level 10, 60 Waymouth Street
Adelaide South Australia 5000

By facsimile:
+61 8 8100 4997

By email:
customerservice@cooperenergy.com.au

8. Enquiries

Shareholders are invited to contact the Company Secretary, Ms Alison Evans on +61 8 8100 4900 or customerservice@cooperenergy.com.au if they have any queries in respect of the matters set out in these documents.

EXPLANATORY NOTES

These Explanatory Notes form part of this Notice of Meeting.

Financial Statements and Reports

The Corporations Act requires the Company's Annual Report, Directors' Report, and the Auditor's Report to be received and considered at the AGM. The Corporations Act does not require shareholders to vote on these Reports.

An electronic copy of the Company's Annual Report is available on the Company's website: <http://www.cooperenergy.com.au/investor-information/reports>. The 2014 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is set out on pages 36 to 47 of the 2014 Annual Report.

As required by the Corporations Act, the Board is presenting the Remuneration Report to shareholders for adoption. The vote on this Resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Shareholders should also note that if 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of the consecutive AGMs on a resolution (spill resolution) to determine whether another meeting of shareholders (spill meeting) be held to consider the re-election of the directors (other than the Managing Director). If a spill resolution is passed, all directors (other than the Managing Director) will cease to hold office at the end of the spill meeting, unless re-elected at that meeting.

The Company received 100% of votes on a show of hands in favour of its Remuneration Report for the 2013 financial year and did not receive any specific feedback at the 2013 AGM on its remuneration practices.

The Board recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote undirected proxies in favour of this Resolution.

Resolution 2 – Re-election of Hector Gordon as a director

Mr Gordon will retire by rotation at the AGM in accordance with clause 5.1 of the Constitution and, being eligible, offers himself for re-election.

Mr Gordon was appointed to the Board on 26 June 2012 and last elected at the AGM held on 9 November 2012.

Mr Gordon is a very successful geologist with over 35 years' experience in the petroleum industry. Biographical details for Mr Gordon, including relevant qualifications, skills and experience, other material directorships currently held and status as an executive director, are set out in the 2014 Annual Report. Mr Gordon states:

"I am very pleased to stand for re-election as an Executive Director of the Company. I consider that my experience of more than 35 years in a wide variety of technical and managerial roles in the Australian upstream petroleum industry enables me to make a significant contribution to Cooper Energy's growth and ongoing performance. I am also an experienced company director, having served on Boards of a number of publicly listed resource companies in the past 8 years."

The Board supports the re-election of Mr Gordon as a director and (with Mr Gordon abstaining) recommends that shareholders vote in favour of this Resolution.

The Chairman intends to vote undirected proxies in favour of this Resolution.

Resolution 3 – Increase in Non-Executive Directors' Remuneration

Clause 38 of the Constitution and Listing Rule 10.17 require any increase in the total aggregate annual remuneration payable to non-executive directors to be approved by holders of ordinary securities in the Company.

Currently, the maximum aggregate annual remuneration payable to all non-executive directors is \$450,000, as approved by shareholders at the 2012 AGM.

The Board believes that to build on the Company's exploration and development successes to date, and to achieve its strategic goals, the Company will need to attract and retain further well-credentialed directors. The Board is of the view that the current maximum aggregate remuneration pool for non-executive directors will not be sufficient to allow for fair and competitive remuneration of additional appointees to the Board.

Accordingly, the Board proposes to increase the aggregate annual remuneration payable to non-executive directors by \$300,000 to \$750,000. The Board believes this amount is commensurate with remuneration levels for companies similar to the Company. The Board does not intend to utilise the increased amount in the immediate short term to increase the fees currently paid to existing non-executive directors.

Given the Board's interest in this Resolution, the Board does not make a recommendation in relation to this Resolution.

The Chairman intends to vote undirected proxies in favour of this Resolution.

Resolution 4 – Amendment to Performance Rights Plan

The Company's remuneration framework has been formulated with a view to:

- attracting and retaining highly skilled directors and employees who are motivated to pursue and deliver the Company's strategy and goals;
- ensuring that directors and employees receive remuneration that is fair, reasonable and competitive; and
- providing incentive to deliver future individual and Company performance.

The Company believes that encouraging its employees to become shareholders is the best way of aligning their interests with those of the Company's shareholders and for this reason, all employees are eligible to participate in the Company's long term incentive plan.

EXPLANATORY NOTES

The Cooper Energy employee performance rights plan, was last approved by shareholders at the 2012 AGM (LTIP). The Board has subsequently reviewed the LTIP terms and having regard to the Company's current circumstances and general market practice, proposes the following material amendments to the LTIP terms:

- to provide for automatic vesting and accelerated testing of rights on the occurrence of certain events, principally being 'change in control' events; and
- to remove the requirement that each tranche of rights amount to not more than 2% of the Company's share capital (while retaining the overall 5% limit discussed further below).

A summary of the LTIP terms, including the material proposed amendments, is set out below. A copy of the LTIP terms may be requested from the Company Secretary.

Listing Rule 7.1 restricts a company from issuing more than 15% of their issued capital in any 12 month period without the prior approval of holders of ordinary securities. Listing Rule 7.2 Exception 9(b) provides that securities issued under an employee incentive scheme will not be counted in the 15% if within 3 years before the issue date, the holders of ordinary securities approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

Approval for the purposes of Listing Rule 7.2 Exception 9(b) was obtained at the 2012 AGM (i.e. less than 3 years ago). However, the exception is only available if there has been no change to any of the material terms of the scheme during the 3 year period.

Accordingly, shareholder approval is sought in Resolution 4 for the issue of securities under the amended LTIP during the 3 year period after this AGM as an exception to Listing Rule 7.1.

Summary of terms of the LTIP

A performance right issued under the LTIP will entitle the participant to one ordinary share in the Company (ranking equally with other ordinary shares on issue) if that performance right vests. No consideration is payable on the issue or vesting of the performance right.

The number of performance rights issued to participants in the LTIP is calculated based on the following formula:

$$\frac{\text{Organisational Level Benchmark}}{\text{Relevant Share Price}}$$

Where:

Organisational Level Benchmark is a percentage of the participant's fixed annual remuneration, where the percentage is based on the participant's level of seniority.

Relevant Share Price is the volume weighted average price of the Company's shares over the 30 ASX trading days immediately prior to the award date of the performance right.

The maximum number of rights that may be granted must not, when aggregated with all other rights on issue, if exercised and shares issued, exceed 5% of the total issued capital of the Company at the time of grant of the rights. The 5% limit does not count unregulated offers, such as offers that do not need disclosure because of section 708 of the Corporations Act (which includes offers to the Managing Director, and other senior executives).

The total number of performance rights issued to participants is divided into two tranches and tested as follows:

- 25% of the rights issued (**ATSR Tranche**) will be measured against the Company's absolute total shareholder return (**ATSR**) over 3 years; and
- 75% of the rights issued (**RTSR Tranche**) will be measured against the Company's relative ATSR over 3 years.

ATSR is calculated as a percentage difference between the volume weighted average price of shares during the 30 days prior to the start of, and the end of, the relevant performance period.

Relative ATSR is the Company's ATSR ranking against the ATSR's for a peer group of eight companies selected by the Board (with the company with the highest ATSR having a ranking of 1 and with the lowest ATSR having a ranking of 9).

The ATSR Tranche and the RTSR Tranche will each be divided into 3 equal portions and a portion will be tested, as above, within each performance period of 12, 24 and 36 months from the issue date of the rights.

The number of rights in each Tranche that is achieved at each testing date vests at the end of the three year period providing the participant remains employed with the Company. Performance rights not achieved in year one can be re-tested in year two, those not achieved in year two can be re-tested in year three and those not achieved at the end of year three will lapse.

The number of rights achieved on a testing date is determined as follows:

ATSR Tranche

<u>ATSR over performance period</u>	<u>% of rights achieved</u>
Greater than 25%	100%
Equal to 15%	50%
Equal to 5%	25%
Below 5%	Nil

Where a result falls between the above benchmarks, performance rights will be achieved on a pro-rata basis.

RTSR Tranche

<u>RTSR ranking</u>	<u>% of rights achieved</u>
1 or 2	100%
3	83.33%
4	66.67%
5	50%
6, 7, 8 or 9	Nil

The Board may, in its absolute discretion, determine that unvested performance rights vest, including where the participant dies or ceases to be employed by the Company by reason of retirement, redundancy, or total and permanent disability.

If one of the following events occurs:

- a takeover bid is made for the Company and the takeover is or becomes unconditional;
- a person acquires or becomes entitled to not less than 50% of the Company's shares;
- a court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies and the resolutions are passed at the meeting by the requisite majority;
- the Company passes a resolution for voluntary winding up;

- an order is made for the compulsory winding up of the Company;
- the Company completes a sale of its principal business to an unrelated company;
- the participant is an executive director and resigns or is removed for reasons other than performance or misconduct; or
- any other event as determined by the Board,

then:

- performance rights already achieved but not yet vested will automatically vest;
- performance rights that were to be tested on the first testing date following the event will be tested no later than one month after the event occurs;
- the Board has discretion to vest additional performance rights if the circumstances warrant higher vesting; and
- all remaining unvested performance rights will automatically lapse.

Performance rights are transferrable only with the consent of the Board, by operation of the law or on the death or bankruptcy of the participant.

Securities issued since date of last shareholder approval

Since the 2012 AGM:

- 13,184,544 performance rights have been issued under the LTIP;
- 541,255 shares have been issued on vesting of performance rights; and
- 3,751,117 performance rights have lapsed.

The Board recommends that shareholders vote in favour of this Resolution.

The Chairman intends to vote undirected proxies in favour of this Resolution.

Resolutions 5 and 6 – Issue of performance rights to Mr David Maxwell, Managing Director, and Mr Hector Gordon, Executive Director -Exploration and Production

The Board considers that its senior executives should be remunerated in a manner that encourages them to become shareholders as this is the best mechanism to align their interests with those of the Company's shareholders.

Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of holders of ordinary securities.

Under Resolutions 5 and 6, shareholder approval is sought for the issue of performance rights to Mr Maxwell and Mr Gordon (Executive Directors).

If Resolution 4 is passed, the rights will be issued on the terms of the amended LTIP described above in relation to Resolution 4. If Resolution 4 is not passed, the rights will be issued on the terms of the LTIP described above in relation to Resolution 4 but without the proposed material amendments.

Number of performance rights to be granted

The number of performance rights to be issued to the Executive Directors will be calculated based on the following formula:

$$\frac{\text{Organisational Level Benchmark}}{\text{Relevant Share Price}}$$

Where:

Organisational Level Benchmark is:

- for Mr Maxwell, 120% of his annual fixed remuneration; and
- for Mr Gordon, 95% of his annual fixed remuneration.

The annual fixed remuneration of the Executive Directors for the 2014 Financial Year is set out in the Remuneration Report.

Relevant Share Price is the volume weighted average price of the Company's shares over the 30 ASX trading days immediately prior to the grant date.

It is the Company's current intention that the grant date be approximately 6 weeks after the release of the Company's 2014 annual results.

Each performance right will entitle the Executive Director to one share in the Company if that performance right vests. No consideration is payable on the issue or vesting of the performance right.

The testing criteria and other material terms of the LTIP are described above in relation to Resolution 4.

For the purposes of Listing Rule 10.15, the following further information is provided:

- 1,464,564 performance rights were granted to Mr Maxwell, and 850,261 performance rights were granted to Mr Gordon, under the LTIP following shareholder approval at the Company's 2013 AGM. No cash consideration was payable upon issue of these performance rights;
- the persons entitled to participate in the LTIP for the purposes of Listing Rule 10.14 are Mr Maxwell and Mr Gordon; and
- if approved, these performance rights will be issued no later than 3 months after the date of the AGM.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision as to whether it is in the Company's best interests to pass Resolutions 5 and 6.

The Board (with Mr Maxwell abstaining) recommends that shareholders vote in favour of Resolution 5.

The Board (with Mr Gordon abstaining) recommends that shareholders vote in favour of Resolution 6.

The Chairman intends to vote undirected proxies in favour of Resolutions 5 and 6.

In this document:

AGM means annual general meeting.

Annual Report means the Company's annual report for the year ended 30 June 2014 containing the Financial Report, the Directors' Report and the Audit Report.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691).

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the Company's board of directors.

Chairman means the chairman of the AGM and chairman of the Board.

Closely Related Party of a member of the Key Management Personnel means:

a spouse or child of the member;

a child of the member's spouse;

a dependent of the member or the member's spouse;

anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;

a company the member controls; or

a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Cooper Energy Limited (ACN 096 170 295).

Constitution means the Company's constitution, as amended from time-to-time.

Corporations Act means the Corporations Act 2001 (Cth).

CST means Australian Central Standard Time.

Directors means the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** means this notice of Annual General Meeting.

Performance Rights Plan or **LTIP** means the performance rights plan approved by Shareholders at the Company's 2012 AGM.

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

Resolution means a resolution referred to in the Notice of Meeting.

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

Shareholder means a registered holder of a Share.

Share Registry means Computershare Investor Services Pty Ltd (ACN 078 279 277).

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

Lodge your vote:



Online:

www.investorvote.com.au



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

 Vote and view the annual report online • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote.	
Your access information that you will need to vote: Control Number: 999999 SRN/HIN: I9999999999 PIN: 99999 PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.	

 **For your vote to be effective it must be received by 10:30am (Adelaide time) Monday 3 November 2014**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cooper Energy Limited to be held at Victoria Room, Ground Floor, Hilton Adelaide, 233 Victoria Square, Adelaide, South Australia on Wednesday, 5 November 2014 at 10:30am (Adelaide time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 3, 4, 5 & 6** (except where I/we have indicated a different voting intention below) even though **Items 1, 3, 4, 5 & 6** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 3, 4, 5 & 6** by marking the appropriate box in step 2 below.

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
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-election of Mr Hector Gordon as a Director	☐	☐	☐
3 Increase in the Aggregate Annual Non-Executive Directors' Remuneration	☐	☐	☐
4 Amendment to Performance Rights Plan	☐	☐	☐
5 Issue of Performance Rights to Mr David Maxwell, Managing Director	☐	☐	☐
6 Issue of Performance Rights to Mr Hector Gordon, Executive Director	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

999999A

Computershare +