

MEETING DOCUMENT

TO SHAREHOLDERS

OF

MOLOPO ENERGY LIMITED
ABN 79 003 152 154

Time and: 3:00pm (Perth time)
Date of Meeting on Monday, 13 November 2017

Place of Meeting: Conference Room
Ground Floor
BGC Centre
2 The Esplanade
Perth, Western Australia

IMPORTANT NOTICE

The General Meeting is being convened by shareholder, Keybridge Capital Limited (ASX:KBC) pursuant to section 249E of the Corporations Act (and not the Company, Molopo Energy Limited (ASX:MPO)).

This Meeting Document is important and requires your immediate attention. If you are unsure what to do or have any questions in relation to the General Meeting, you should contact your legal, financial or other professional adviser.

This Meeting Document is dated 3 October 2017.

NOTICE OF GENERAL MEETING

Notice is given that a general meeting of shareholders of Molopo Energy Limited (ASX:MPO) (**Company**) will be held at 3:00pm (Perth time) on Monday, 13 November 2017 at Conference Room, Ground Floor, BGC Centre, 2 The Esplanade, Perth, Western Australia.

AGENDA

BUSINESS

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

Resolution 1 - Election of William Johnson as a Director

"That William Matthew Johnson, having consented to act as a Director of the Company, be appointed a Director of the Company, with effect from closure of the meeting."

Resolution 2 - Removal of Alexandre Gabovich as a Director

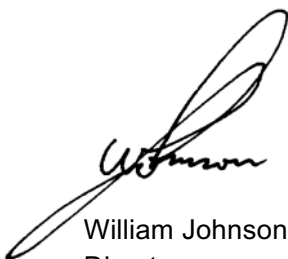
"That Alexandre Gabovich be removed from office as a Director of the Company, with effect from closure of the meeting."

DATED THIS 3rd DAY OF OCTOBER 2017

GENERAL MEETING CALLED AND ARRANGED PURSUANT TO SECTION 249E OF
THE CORPORATIONS ACT,

BY CONVENING SHAREHOLDER, KEYBRIDGE CAPITAL LIMITED

in accordance with the Corporations Act:



William Johnson
Director



Victor Ho
Company Secretary

EXPLANATORY STATEMENT

- This Explanatory Statement has been prepared by Keybridge Capital Limited (ASX:KBC) (**Keybridge, KBC** or **Convening Shareholder**) in relation to the business to be conducted at the General Meeting and to provide information Keybridge believes to be material to shareholders of Molopo Energy Limited (ASX:MPO) (**Molopo, MPO** or **Company**) in deciding whether to pass the resolutions in the Notice of General Meeting.
- This Explanatory Statement is intended to be read in conjunction with the Notice of General Meeting.
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this General Meeting.

1. Authority to Call and Convene the Meeting

[Section 249D](#) of the *Corporations Act 2001 (Cth)* (**Corporations Act**) provides that, amongst other matters, members with at least 5% of votes that may be cast at a general meeting may request the directors of a company to call and arrange to hold a general meeting (**Section 249D Requisition**). The directors must call the meeting within 21 days after the Section 249D Requisition is given to the company and the meeting must be held within 2 months of the Section 249D Requisition.

Keybridge is the second largest shareholder in Molopo, currently holding 46,017,543 shares or 18.5% of the total issued share capital of the Company.

Keybridge served a Section 249D Requisition on Molopo on 11 September 2017 requesting the Molopo Directors to call and hold a general meeting to consider resolutions concerning the composition of the Molopo Board.

Molopo failed to call and arrange to hold a general meeting within 21 days of Keybridge's Section 249D Requisition.

[Section 249E](#) of the Corporations Act allows members who make a request under [section 249D](#) of the Corporations Act to call and arrange to hold a general meeting if the directors of the company do not do so within 21 days after the Section 249D Requisition is given.

Keybridge has called this general meeting of Molopo shareholders pursuant to [section 249E](#), after the failure of the Molopo Board to call and convene a meeting pursuant to Keybridge's Section 249D Requisition.

Clause 3 of Molopo's [Constitution](#) permits the election and removal of Directors by ordinary resolution.

Keybridge has also provided Molopo with appropriate:

- notice under [section 203D](#) of the Corporations Act in relation to the proposed removal of current Molopo Director, Alexandre Gabovich;
- nomination for election as a Director of Molopo in respect of William Johnson; and
- consent to act as a Director of Molopo from William Johnson.

2. About the Convening Shareholder, Keybridge Capital Limited

Keybridge has been listed on the ASX since December 1999 (ASX Code: [KBC](#)) and is an investment and financial services group with a diversified portfolio of listed and unlisted investments/loan assets including in the solar (Spain), private equity (US), life insurance (New Zealand), property and funds management sectors and strategic holdings in [HHY Fund](#) (ASX: [HHY](#)), [Molopo Energy](#) Limited (ASX: [MPO](#)) and [Metgasco](#) Limited (ASX: [MEL](#)). Keybridge is also the Investment Manager of the HHY Fund.

Further information about Keybridge's net assets and investment affairs are contained in their ASX releases, including as follows:

- 14 September 2017: Net Asset Backing – August 2017; and
- 1 September 2017: [2017 Full Year Report](#).

Proposed nominee for election as a Director of Molopo (the subject of [Resolution 1](#)), William Johnson, is a Director of Keybridge.

Keybridge's market announcements may be viewed from the ASX website (www.asx.com.au) under ASX code "[KBC](#)".

3. Reasons for Calling the Meeting

Please refer to Keybridge's Statement attached to this Explanatory Statement.

4. Resolution 1 – Election of William Johnson as a Director

Keybridge has nominated William Johnson for election as a Director of Molopo and William Johnson has consented to act as a Director.

Mr Johnson is a Non-Executive Director of Keybridge.

William Johnson's qualifications, experience, relevant interests in MPO securities and other directorships in listed entities are as follows:

WILLIAM JOHNSON



Qualifications MA (Oxon), MBA, MAICD

Experience William Johnson holds a Masters degree in engineering science from Oxford University, England and an MBA from Victoria University, New Zealand. His 30 year business career spans multiple industries and countries, with executive/CEO experience in oil and gas exploration (North Africa, Australia and Australia), mineral exploration and investment (Australia, Peru, Chile, Saudi Arabia, Oman and Indonesia), telecommunications infrastructure investment (New Zealand, India, Thailand and Malaysia) and information technology and Internet ventures (New Zealand, Philippines and Australia).

Between 2006 and 2008, Mr Johnson served as Director of Australian oil and gas explorer and producer Drillsearch Energy (ASX: DLS).

Mr Johnson is a highly experienced public company director and has considerable depth of experience in business strategy, investment analysis, finance and execution.

| | |
|---|--|
| <i>Relevant interest in MPO securities</i> | None |
| <i>Other current directorships in listed entities</i> | <ul style="list-style-type: none"> • Managing Director of Strike Resources Limited (ASX:SRK) (since 25 March 2013; Director since 14 July 2006) • Executive Director of Bentley Capital Limited (ASX:BEL) (since 1 January 2016; Director since 13 March 2009) • Non-Executive Director of Keybridge Capital Limited (ASX:KBC) (since 29 July 2016) |
| <i>Other former directorships in listed entities</i> | <ul style="list-style-type: none"> • Alara Resources Limited (ASX:AUQ) (2009 - 2013) • Cuervo Resources Inc. (CNQ:FE) (2013 –2013) • Orion Equities Limited (ASX:OEQ) (2003 – 2013) • Scarborough Equities Limited (ASX:SCB) (2004 – 2009) • Drillsearch Energy Limited (ASX:DLS) (2006 – 2008) • Sofcom Limited (ASX:SOF) (2005 - 2008) • Altera Capital Limited (ASX:AEA) (2005 – 2006) |

5. Resolution 2 – Removal of Alexandre Gabovich as a Director

Keybridge has proposed this resolution for the removal of Alexandre Gabovich as a Director of Molopo.

An extract of information pertaining to Alexandre Gabovich from Molopo's Notice of Annual General Meeting¹ is as follows:

ALEXANDRE GABOVICH

Mr. Gabovich joined the Board in February 2017. He was subsequently appointed Managing Director in March and Interim Executive Chair in April.

Mr. Gabovich has a long history in international business and the energy industry and a strong track record of leading operations in emerging markets as well as in international business development. Mr Gabovich is a member of Noble Technologies, a leading Russian company focused on Oil and Gas downstream as well as a Managing Partner of S.I.S, an investment fund. He served as the Chief Executive Officer of PNO Consultants, Chief Executive Officer of Perion Technology and investment professional at Gustav Leven Family Office. Mr Gabovich has a Master's Degree (DESS) in Systems Information and Communication from Paris I University - Sorbonne, a B.A in Languages, Literature and foreign cultures from Paris VIII University and an Academics General Studies Degree (DEUG) - Paris VIII University.



¹ Refer MPO's ASX announcement dated 18 May 2017: [Annual General Meeting 30 May 2017](#)

STATEMENT FROM KEYBRIDGE CAPITAL LIMITED

Keybridge Capital Limited (ASX:KBC) is Molopo's second largest shareholder (18.478%) and has for some time had serious concerns regarding the leadership, management, investment strategy and corporate governance of Molopo.

Shareholders would recall that Keybridge raised these concerns in the lead up to Molopo's AGM in June 2017 and advocated for changes to the Molopo Board. At the AGM, Keybridge supported the two Molopo Directors who were nominees of Molopo's two other largest shareholders (Sam Belzberg, a nominee of Gibraltar Capital and Ronnen Rosengart, a nominee of Ion Limited), but voted against the re-election of Wayne Trumble and in favour of the removal of Alexandre Gabovich. Keybridge also sought the election of its own nominees to the Molopo Board.

Whilst Keybridge gained significant support for its proposed Board changes from Molopo shareholders, ultimately shareholders voted to retain the incumbent Board in reliance on the assurance that the Board was a united and experienced Board committed to moving Molopo forward as a listed oil and gas company.

In response to questions asked by shareholders at the AGM, Mr Gabovich, in his capacity as interim Chairman and Managing Director, stated that it was Molopo's preference to initially acquire a production or near production asset in North America where there was a clear entry and exit to enable Molopo to take advantage of its substantial tax losses in North America on a short to medium term basis.

At the AGM, each of the Directors of Molopo also stated that they would support the appointment of a Keybridge nominee to the Molopo Board subject to the appointee having suitable experience and credentials.

In the three months since the Molopo AGM:

- (1) Wayne Trumble has resigned as a Director of Molopo and Molopo has provided no explanation as to the reason for Mr Trumble's resignation, despite the fact that Mr Trumble's resignation has meant Molopo has been in breach of the Corporations Act requirement to have two Australian resident directors for the two months since Mr Trumble resigned.
- (2) Molopo has failed to respond to Keybridge's request for its nominee, William Johnson, to be appointed to the Molopo Board. Instead, Molopo has instructed lawyers to advise Keybridge's lawyers that Mr Johnson's nomination is not acceptable to the Molopo Board.
- (3) Molopo's shares have been suspended from trading on ASX since 27 July and continue to be suspended on the basis that Molopo has not demonstrated a level of oil and gas operation sufficient, in ASX's opinion, to warrant the continued quotation of Molopo's shares.
- (4) Molopo reported an after-tax loss of \$2.7m for the six months to 30 June 2017, having incurred \$1.77m in administration and salary expenses – this represents a near four-fold increase in these expenses (from \$0.459m) compared to the six months to June 2016.
- (5) Molopo paid banker and hedge fund manager Gil Feiler \$8.75m to acquire a 50% shareholding in BVI registered Orient FRC Ltd, which has a 50% earn-in interest in an oil and gas lease prospect (expiring in May 2019) in Florida, USA. The Orient agreement was signed the day after Mr Trumble's resignation.
- (6) Molopo denied Keybridge's request to access Molopo's books in relation to the Orient transaction and accordingly, Keybridge has commenced Court proceedings to seek access to information which Keybridge considers to be in the interests of all Molopo shareholders.

In the light of these matters, Keybridge is not prepared to sit back and wait for Molopo's 2018 AGM to again consider the composition of the Molopo Board.

Instead, Keybridge has requested Molopo to call a further shareholder meeting to again consider:

- (1) The appointment of one Keybridge nominee to the Molopo Board, namely William Johnson.
- (2) The removal of Mr Gabovich, Molopo's European based interim Chairman and Managing Director, as a Director of Molopo.

If Mr Johnson is elected to the Molopo Board, this will restore the Molopo Board to compliance with the Corporations Act and also result in each of the three largest shareholders in Molopo having one of their nominees on the Molopo Board. Keybridge not only considers this to be a fair outcome, but even more importantly considers that it will ensure appropriate checks and balances are in place to protect the interests of all shareholders.

In the event that Mr Johnson is elected, he is committed to lobby the Molopo Board to undertake the following actions:

- Appoint an independent Australian resident Director to represent the interests of minority shareholders.
- Commission an independent, forensic analysis of the Orient transaction.
- Develop a clear investment strategy for Molopo and seek shareholder approval for any further significant investments.
- Consider a significant return of capital to shareholders.

In relation to the removal of Mr Gabovich, Keybridge considers that as interim Chairman and Managing Director, Mr Gabovich should be held accountable for the performance of Molopo since he became Managing Director on 8 March 2017 and notes that approximately 41% of the votes cast at Molopo's AGM in June were cast in favour of Mr Gabovich's removal.

NOMINEE TO THE MOLOPO BOARD



William Johnson
MA (*Oxon*), MBA, MAICD

William Johnson holds a Master's degree in Engineering Science from Oxford University, England and an MBA from Victoria University, New Zealand. His 30-year business career spans multiple industries and countries, with executive/CEO experience in oil and gas exploration (North Africa, Australia and Canada), mineral exploration and investment (Australia, Peru, Chile, Saudi Arabia, Oman and Indonesia), telecommunications infrastructure investment (New Zealand, India, Thailand and Malaysia) and information technology and Internet ventures (New Zealand, Philippines and Australia). Mr Johnson is a highly-experienced public company director and has considerable depth of experience in business strategy, investment analysis, finance and execution.

Between 2006 – 2009, Mr Johnson served as a Director of Drillsearch Energy Limited (ASX:DLS), an oil and gas development company with production and exploration assets in Australia and Canada. Drillsearch was subsequently acquired by Beach Energy Limited (ASX:BPT).

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

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The General Meeting of the shareholders of Molopo Energy Limited will be held at:

| | | |
|--------------------------|------------|--------------------------|
| Conference Room | commencing | 3:00pm (Perth time) |
| Ground Floor | | Monday, 13 November 2017 |
| BGC Centre | | |
| 2 The Esplanade | | |
| Perth, Western Australia | | |

Voting Rights

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him or her.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with the Meeting Document as soon as possible and return it to the Company's Share Registry, either:

- by Facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- by Mail to Computershare Investor Services, GPO Box 242, Melbourne, Victoria 3001; or
- by Hand Delivery to Computershare Investor Services, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067.

so that it is received **not later than 3:00pm (Perth time) on Saturday, 11 November 2017**.

Proxies received after that time will not be effective.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations*, the Convening Shareholder has determined that for the purposes of the General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 3:00pm (Perth time) on Saturday, 11 November 2017 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXY FORM

Molopo Energy Limited
A.B.N. 79 003 152 154

LODGE YOUR VOTE – PLEASE RETURN FORM TO:

Computershare Investor Services

By Mail: GPO Box 242, Melbourne, Victoria 3001

By Facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

By Delivery: Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067

A. Appointment of Proxy

I/we being a shareholder/s of Molopo Energy Limited and entitled to attend and vote hereby appoint

The Chair of
the Meeting

OR

Write here the name of the person you are appointing if this person **is someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the directions in Section B below at the General Meeting of Molopo Energy Limited to be held at **3:00pm (Perth time) on Monday, 13 November 2017 at Conference Room, Ground Floor, BGC Centre, 2 The Esplanade, Perth, Western Australia**, and at any adjournment of such General Meeting.

IMPORTANT:

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below.

If you mark the ABSTAIN box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

B. Voting Directions to Your Proxy – please mark to indicate your direction

RESOLUTIONS

1. Election of William Johnson as a Director

FOR

AGAINST

ABSTAIN

2. Removal of Alexandre Gabovich as a Director

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

..... %

C. Please Sign Here

This section *must* be signed.

Individual Shareholder / Joint Shareholder 1

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

.....
Contact Name

.....
Contact Daytime Telephone

.....
Date

Email:

D. Lodgement of a Proxy

This Proxy Form must be received at the address/fax number below **not later than 3:00pm (Perth time) on Saturday, 11 November 2017** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting. **Proxy Forms may be lodged** by posting, delivery or facsimile to the Company's Share Registry below:

BY POST

Computershare Investor Services
GPO Box 242
Melbourne Victoria 3001

BY DELIVERY

Computershare Investor Services
Yarra Falls
452 Johnston Street
Abbotsford, Victoria, 3067

BY FACSIMILE:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)