BARAKA PETROLEUM LIMITED
ACN 112 893 491

NOTICE OF GENERAL MEETING

TIME:	10.00 am (WST)
DATE:	18 May 2009
PLACE:	Citigate Perth 707 Wellington Street Perth WA 6000

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 8) 9486 7001.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on 18 May 2009 at:

Citigate Perth
707 Wellington Street
Perth WA 6000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

(a) post to Baraka Petroleum Limited, c/o Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia, 6909; or

(b) facsimile to the Company's share register on facsimile number (+61 8) 9389 7871

so that it is received not later than 10.00am (WST) on 16 May 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 10.00am (WST) on 18 May 2009 at Citigate Perth, 707 Wellington Street, Perth, WA, 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are 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 General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on 16 May 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR COLLIN VOST

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

> *"That, subject to the passing of Resolutions 2, 3, 4, 5, 6 and 7 inclusive, for the purpose of clause 6.2(c) of the Constitution and for all other purposes, Mr Collin Vost, being eligible to act as a Director, be elected as a Director."*

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR BARRY MACKINNON

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

> *"That, subject to the passing of Resolutions 1, 3, 4, 5, 6 and 7 inclusive, for the purpose of clause 6.2(c) of the Constitution and for all other purposes, Mr Barry MacKinnon, being eligible to act as a Director, be elected as a Director."*

3. RESOLUTION 3 – PLACEMENT OF SHARES PURSUANT TO CAPITAL RAISING

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

> *"That, subject to the passing of Resolutions 1, 2, 4, 5, 6 and 7 inclusive, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 1,000,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may 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, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

4. RESOLUTION 4 – PLACEMENT OF SHARES TO CERVANTES

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

> *"That, subject to the passing of Resolutions 1, 2, 3, 5, 6 and 7 inclusive, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 25,000,000 Shares to Cervantes on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Cervantes or any of its associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

5. RESOLUTION 5 – PLACEMENT OF SHARES AND OPTIONS TO ZURICH

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

> *"That, subject to the passing of Resolutions 1, 2, 3, 4, 6 and 7 inclusive, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 25,000,000 Shares and 25,000,000 Options to Zurich on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Zurich or any of its associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

6. RESOLUTION 6 – PLACEMENT OF SHARES TO DAVID VALENTINO

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

> *"That, subject to the passing of Resolutions 1, 2, 3, 4, 5 and 6 inclusive, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 8,000,000 Shares to David Valentino on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by David Valentino or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

7. RESOLUTION 7 – ISSUE OF SHARES TO DIRECTORS AND OFFICERS

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

> *"That, subject to the passing of Resolutions 1, 2, 3, 4, 5 and 6 inclusive, and for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to a total of 30,000,000 Shares to related parties and officers of the Company (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Directors or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

8. RESOLUTION 8 – PARTICIPATION BY DIRECTORS IN CAPITAL RAISING

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

"That, subject to the passing of Resolution 3, and for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to a total of 230,000,000 Shares to related parties of the Company (or their nominees) of the Shares to be approved for allotment and issue under Resolution 3, and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Directors or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

DATED: 16 APRIL 2009

BY ORDER OF THE BOARD

J. R. MORAN
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 General Meeting to be held at 10.00 am (WST) on 18 May 2009 at Citigate Perth, 707 Wellington Street, Perth, WA, 6000.

This 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.

1. BACKGROUND

On 5 March 2009, Baraka announced that it had signed agreements that together would lead to the recapitalisation of the Company. The intent of the agreements is to achieve the re-quotation of Baraka's Shares on the ASX at the earliest opportunity.

Baraka has now executed the following agreements to implement the proposals outlined in the announcement of 5 March 2009:

(a) Loan Agreement with Cervantes whereby Cervantes agreed to advance up to $100,000 to Baraka as an interest free loan repayable 6 months after draw down;

(b) Deed of Charge with Cervantes creating a floating charge over all of the assets of Baraka to secure the loan provided by Cervantes under the Loan Agreement; and

(c) Lead Manager Agreement with Zurich for Zurich to assist Baraka on a best endeavours basis to complete an issue of Shares for the purposes of reinstating the Shares to quotation on ASX.

Under the Loan Agreement with Cervantes, if Baraka does not repay the $100,000 loan within 6 months, penalty interest will be charged at 12% per annum thereafter. In addition, if Shareholders do not approve the Resolutions to implement all terms of the agreement, Cervantes will also be entitled to a break fee of $100,000 in addition to any loan funds advanced to Baraka.

Subject to Shareholder approval, Baraka also agrees to issue 25,000,000 Shares at a deemed issue price of 0.1 cents per share to Cervantes for providing the loan.

Simultaneously with the signing of the Loan Agreement and Deed of Charge with Cervantes, Baraka signed a Lead Manager Agreement with Zurich for the Capital Raising.

The Lead Manager Agreement provides for Zurich to assist Baraka on a best endeavours basis to complete an issue of Shares at a minimum issue price of 0.2 cents per Share to raise a minimum of $1,200,000 and a maximum of $2,000,000, or on terms as are otherwise required by ASX for the purposes of reinstating the Shares to quotation on ASX (**Capital Raising**).

Under the Lead Manager Agreement, Zurich will be entitled to a fee of 6% of the amount raised. In addition, Baraka agrees to issue 25,000,000 Shares and 25,000,000 free attaching Options to Zurich, subject to Shareholder approval of the Resolutions and successful completion of the Capital Raising.

Subject to Shareholder approval, Baraka also agrees to issue 8,000,000 Shares to David Valentino, an unrelated party, on the successful completion of the Capital Raising as an introduction fee and 30,000,000 Shares to the Directors and office holders for past efforts since the end of voluntary administration in 2008 and to the proposed new directors of Baraka in lieu of future directors fees.

The Lead Manager Agreement also provides that Zurich may appoint two directors to the Board of Baraka. If approved by Shareholder at the General Meeting, Zurich appointees Mr Collin Vost and Mr Barry Mackinnon will be appointed to the Board and Mr Max de Vietri and Mr Ricardo Garzon will resign from the Board of Baraka.

In a separate agreement between Zurich and Mr Max de Vietri, Chairman of Baraka, Zurich has acquired an option over 25,000,000 existing Shares held by Mr de Vietri at an exercise price of 0.2 cents per Share within a 6 month period immediately following Baraka's reinstatement to official quotation.

The re-quotation of Baraka's Shares to quotation on the ASX is subject to the Company meeting all necessary ASX requirements, including approval of the Resolutions and the successful completion of the Capital Raising.

Approval of all of resolutions 1 to 7 proposed at the General Meeting is a pre-condition for the recapitalisation proposal to be completed and the relisting of Baraka Shares.

Shareholders should note that if **all** of resolutions 1 to 7 are not approved, Baraka will be required to immediately repay the loan to Cervantes and also pay a break fee of an additional $100,000. In those circumstances, it is likely that Baraka would be unable to continue as a going concern.

The Directors have agreed to vote any Shares held by them directly as at the date of the General Meeting in favour of the Resolutions set out herein, subject to any voting exclusion imposed by the ASX Listing Rules or Corporations Act.

The Directors recommend that Shareholders of Baraka vote in favour of resolutions 1 to 6 at the General Meeting. The Directors decline to give a recommendation on resolutions 7 and 8 as they have an interest in those resolutions.

Further information about each of the resolutions is set out below.

2. RESOLUTION 1 – ELECTION OF DIRECTOR – COLLIN VOST

Clause 6.2(c) of the Constitution allows the Company in general meeting by ordinary resolution to appoint any person as a director, but only where the total number of directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Lead Manager Agreement signed with Zurich, Zurich is entitled to nominate two directors for appointment to the Board of Baraka. Mr Vost is one of the Zurich nominees and being eligible seeks election.

Mr Vost holds a Diploma of Financial Services and is currently the Managing Director of Cervantes and Zurich. Mr Vost has been involved in public companies for the past 20 years and has served on the Board of several companies as well as being involved in the securities dealing business since 2001.

Resolution 1 proposes Mr Vost as a new director of the Company in accordance with clause 6.2(c) of the Constitution.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – BARRY MACKINNON

Clause 6.2(c) of the Constitution allows the Company in general meeting by ordinary resolution to appoint any person as a director, but only where the total number of directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Lead Manager Agreement signed with Zurich, Zurich is entitled to nominate two directors for appointment to the Board of Baraka. Mr MacKinnon is one of the Zurich nominees and being eligible seeks election.

Mr MacKinnon has a Bachelor of Economics, is a Fellow of the Australian Society of Certified Practising Accountants and is currently the Chairman of Cervantes. Mr MacKinnon has a wide range of experience in corporate finance and business management. He is currently a director of Auscom Pty Ltd, a document management company.

Resolution 2 proposes Mr MacKinnon as a new director of the Company in accordance with clause 6.2(c) of the Constitution.

4. RESOLUTION 3 – CAPITAL RAISING

4.1 General

Resolution 3 seeks Shareholder approval for the allotment and issue of up to 1,000,000,000 Shares at an issue price of at least 0.2 cents per Share.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The Directors intend that the Capital Raining will be made pursuant to a prospectus to be issued in the near future. The prospectus will offer up to 1,000,000,000 Shares to raise up to $2,000,000 from the general public with a minimum subscription of 600,000,000 Shares.

In accordance with the Loan Agreement signed with Cervantes, the Directors propose to give priority to applications received from the following under the Capital Raising:

(a) firstly, from shareholders of Cervantes, provided that the applicant holds a minimum of 100,000 fully paid ordinary shares in the capital of Cervantes;

(b) secondly, from Shareholders of Baraka; and

(c) thirdly, from clients of Zurich; and

(d) fourthly, from other parties not covered by paragraphs (a) to (c) to the extent that the minimum subscription as required by ASX has not been raised from the applicants referred to in paragraphs (a) to (c).

There will be a minimum subscription of $2,000 under the Capital Raising.

Baraka recently announced that subject to Ministerial approval, PC Mauritania I Pty Ltd (a wholly owned subsidiary of Petronas) intended to withdraw from the joint venture agreement with the Company over blocks Ta-11 and Ta-12 in the Taoudeni Basin, Mauritania.

If the Minister approves the withdrawal of PC Mauritania I Pty Ltd and approves Baraka as the operator of blocks Ta-11 and Ta-12, Baraka will hold a 100% interest in blocks Ta-11 and Ta-12.

Baraka is currently assessing its continued involvement in blocks Ta-11 and Ta-12 in light of PC Mauritania I Pty Ltd's decision to withdraw. Baraka is committed to retaining its interests in the Taoudeni Basin, however Baraka needs to first receive approval from the Minister to assume operatorship of the blocks and also needs to consider the minimum financial commitments required on blocks Ta-11 and Ta-12.

The purpose of the Capital Raising will be to raise sufficient working capital to fund the exploration of Baraka's blocks in Mauritania (if the Company is successful in being approved as operator of the blocks by the Mauritanian Government and the Company chooses to retain its interest in the blocks), to evaluate new business investment opportunities in the oil and gas sector and to meet ASX requirements to facilitate the re-listing of the Company's Shares.

The effect of Resolution 3 will be to allow the Directors to issue the Shares pursuant to the Capital Raising during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

(a) the maximum number of securities to be issued is 1,000,000,000 Shares;

(b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(c) the issue price of the Shares will be at least 0.2 cents per Share;

(d) the securities will be offered pursuant to a prospectus to be issued by the Company. The prospectus will offer Shares to the shareholders of Cervantes, existing Shareholders of the Company, clients of Zurich, the general public, and, subject to the passing of Resolution 8, related parties of the Company;

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) the Company intends to use the funds raised from the Capital Raising to fund the exploration of blocks Ta-11 and Ta-12 onshore Mauritania (if the Company is successful in being approved as operator of the blocks by the Mauritanian Government and the Company chooses to retain its interest in the blocks), to evaluate new business investment opportunities in the oil and gas sector and for general working capital purposes.

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5. RESOLUTION 4 – PLACEMENT OF SHARES TO CERVANTES

5.1 General

The Loan Agreement between Cervantes and Baraka provides that Baraka must seek Shareholder approval for the issue of 25,000,000 Shares at a deemed issue price of 0.1 cents per Share to Cervantes as consideration for:

(a) providing the loan to Baraka; and

(b) assistance in promoting the Capital Raising to its shareholders.

The loan facility provided by Cervantes to Baraka ensured that the Company was able to continue as a going concern.

Resolution 4 seeks Shareholder approval for the allotment and issue of Shares to Cervantes as set out in the Loan Agreement.

Cervantes is not a related party of the Company.

The effect of Resolution 4 will be to allow the Directors to issue the Shares to Cervantes during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

(a) the maximum number of Shares to be issued is 25,000,000;

(b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(c) the Shares will be issued at a deemed issue price of 0.1 cents per Share;

(d) the Shares will be allotted and issued to Cervantes and/or its nominee;

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) no funds are being raised from the issue as the Shares are being issued as consideration for providing the loan to Baraka and assistance in promoting the Capital Raising to Cervantes shareholders.

6. RESOLUTION 5 – PLACEMENT OF SHARES AND OPTIONS TO ZURICH

6.1 General

The Lead Manager Agreement between Zurich and Baraka provides that Baraka must seek Shareholder approval for the issue of 25,000,000 Shares at a deemed issue price of 0.1 cents per Share and 25,000,000 free attaching Options to Zurich as consideration for services provided by Zurich to Baraka for acting as lead manager of the Capital Raising and assistance in relation to the proposed relisting of Baraka.

The issue of the Shares and Options to Zurich is subject to the passing of resolutions 1 to 7 at the General Meeting and the successful completion of the Capital Raising.

Zurich is not a related party of the Company.

Resolution 5 seeks Shareholder approval for the allotment and issue of Shares and Options pursuant to the Lead Manager Agreement.

The effect of Resolution 5 will be to allow the Directors to issue the Shares and Options to Zurich during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

(a) the maximum number of Shares to be issued is 25,000,000;

(b) the maximum number of Options to be issued is 25,000,000;

(c) the Shares and Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(d) the Shares will be issued at a deemed issue price of 0.1 cents per Share;

(e) the Options will be issued for no consideration;

(f) the Shares and Options will be allotted and issued to Zurich and/or its nominee;

(g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(h) the Options issued will be issued on the terms and conditions set out in Attachment A; and

(i) no funds are being raised from the issue as the Shares are being issued as consideration for services provided by Zurich to Baraka for acting as lead manager of the Capital Raising and assistance in relation to the proposed relisting of Baraka.

7. RESOLUTION 6 – PLACEMENT OF SHARES TO DAVID VALENTINO

7.1 General

The Lead Manager Agreement between Zurich and Baraka also provides that Baraka must seek Shareholder approval for the issue of 8,000,000 Shares at a deemed issue price of 0.1 cents per Share to Mr David Valentino or his nominee as consideration for consultancy services provided by Mr Valentino to Baraka in facilitating the Lead Manager Agreement.

The issue of the Shares to Mr Valentino is subject to the passing of resolutions 1 to 7 at the General Meeting and the successful completion of the Capital Raising.

Mr Valentino is not a related party of the Company.

Resolution 6 seeks Shareholder approval for the allotment and issue of Shares to Mr Valentino pursuant to the Lead Manager Agreement.

The effect of Resolution 6 will be to allow the Directors to issue the Shares to Mr Valentino during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

(a) the maximum number of Shares to be issued is 8,000,000;

(b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

(c) the Shares will be issued at a deemed issue price of 0.1 cents per Share;

(d) the Shares will be allotted and issued to Mr David Valentino and/or his nominee;

(e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) no funds are being raised from the issue as the Shares are being issued as consideration for services provided by Mr Valentino to Baraka for consultancy services provided by to Baraka in facilitating the Lead Manager Agreement.

8. RESOLUTION 7 – PLACEMENT OF SHARES TO DIRECTORS, OFFICERS AND PROPOSED DIRECTORS

8.1 General

Subject to Shareholder approval, the Company proposes to issue 30,000,000 Shares to Directors, Baraka's Company Secretary and the proposed new directors at a deemed issue price of 0.1 cents per Share.

Since the end of the voluntary administration on 31 July 2008, no Directors' fees have been paid by the Company and the Directors and Company Secretary have been paid discounted salaries until 31 December 2008 whilst they worked on the recapitalisation of the Company, the Company's oil and gas interests and the proposal put to the Government of Mauritania on the development of a proposed Mauritanian oil and gas pipeline system.

Since December and notwithstanding the difficult market environment and the limited financial resources of the Company, the Directors and Company Secretary agreed to continue providing services to the Company at no cost with a view to relisting on the ASX as soon as possible for the benefit of all Shareholders.

To further preserve cash, the proposed new directors of Baraka have also agreed to accept Shares in the Baraka in lieu of Directors' fees for the first 3 months following the General Meeting.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Accordingly, the proposed issue of Shares requires the Company to obtain Shareholder approval because the Directors and proposed new directors of Baraka are related parties of the Company.

8.2 Technical information required by Listing Rule 10.13

Pursuant to ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares:

(a) the related parties are:

- (i) Ardath Investments Pty Ltd (which is a related party by virtue of Mr Tony Veitch being a director and shareholder of the entity);
- (ii) Mr Max de Vietri as trustee of the CRG B&B Trust;
- (iii) Mr Ricardo Garzon; and
- (iv) Mr James Moran;

who are Directors and officeholders of the Company;

- (v) New York Holdings Pty Ltd, (which is a related party by virtue of Mr Collin Vost being a director and shareholder of the entity); and
- (vi) Yrrab Nominees Pty Ltd, (which is a related party by virtue of Mr Barry MacKinnon being a director and shareholder of the entity);

who are proposed directors of Baraka;

(b) the maximum number of securities to be issued and allotted to the related parties is:

- (i) 5,000,000 Shares to Ardath Investments Pty Ltd;
- (ii) 5,000,000 Shares to Mr Max de Vietri as trustee of the CRG B&B Trust; and
- (iii) 5,000,000 Shares to Mr Ricardo Garzon;
- (iv) 5,000,000 Shares to Mr James Moran;
- (v) 5,000,000 Shares to New York Holdings Pty Ltd; and
- (vi) 5,000,000 Shares to Yrrab Nominees Pty Ltd;

(a) the Shares will be allotted and issued no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;

(b) the deemed issue price of the Shares will be 0.1 cents per Share;

(c) no funds will be raised from the issue as the Shares will be issued for past services provided to the Company by the Directors and Company Secretary and in lieu of the payment of Directors' fees for the first 3 months following the General Meeting to the proposed new directors of Baraka; and

(d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the above parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the above parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTION 8 – PARTICIPATION BY RELATED PARTIES IN CAPITAL RAISING

9.1 General

The Directors and proposed directors of the Company may wish to participate in the Capital Raising contemplated by Resolution 3.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Accordingly, the proposed issue of Shares to the Directors and proposed directors pursuant to the Capital Raising requires the Company to obtain Shareholder approval because Messrs Veitch, Vost and MacKinnon are related parties of the Company. The number of securities to be issued and allotted is a maximum number only and under no circumstances will the Company issue and allot securities such that any related party and its associates would hold more than 19.9% of the issued capital of the Company.

9.2 Technical information required by Listing Rule 10.13

Pursuant to ASX Listing Rule 10.13, the following information is provided in relation to the proposed participation by the Directors and proposed directors or their associates in the Capital Raising:

(a) the related parties are Ardath Investments Pty Ltd (which is a related party by virtue of Mr Tony Veitch being a director and shareholder of the entity), Mr Ricardo Garzon, who is a director of the Company, and Mr Collin Vost and Mr Barry MacKinnon, who both related parties by virtue of being proposed directors of the Company;

(b) the maximum number of securities to be issued and allotted to the Directors and proposed directors is:

  (i) 10,000,000 Shares to Ardath Investments Pty Ltd;

  (ii) 10,000,000 Shares to Mr Ricardo Garzon and/or his nominee;

  (iii) 200,000,000 Shares to Mr Collin Vost and/or his nominee; and

  (iv) 10,000,000 Shares to Mr Barry MacKinnon and/or his nominee;

(c) the securities will be issued no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the securities will be issued on one date;

(d) the issue price of the Shares will be 0.2 cents per Share, but otherwise on the same terms as Shares are issued to other investors pursuant to the Capital Raising prospectus;

(e) the funds raised will be used to fund the exploration of blocks Ta-11 and Ta-12 onshore Mauritania (if the Company is successful in being approved as operator of the blocks by the Mauritanian Government and the Company chooses to retain its interest in the blocks), to evaluate new business investment opportunities in the oil and gas sector and for general working capital purposes; and

(f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Directors and proposed directors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Directors and proposed directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

10. ENQUIRIES

Shareholders may contact the Company Secretary, Jim Moran, on (+ 61 8) 9486 7001 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

$ means Australian dollars.

General Meeting means the meeting convened by this Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising means the issue of Shares by the Company at a minimum issue price of 0.2 cents per Share to raise a minimum of $1,200,000 and a maximum of $2,000,000, or on terms as are otherwise required by ASX for the purpose of reinstating the Shares to quotation on ASX.

Cervantes means Cervantes Corporation Limited (ACN 097 982 235).

Company means Baraka Petroleum Limited (ACN 112 893 491).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Options means the new options to be issued by the Company exercisable at 0.3 cents per Share on or before 30 June 2011 on the terms and conditions set out in Attachment A.

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

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Zurich means Zurich Securities Pty Ltd (ACN 111 049 800).

ATTACHMENT A

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Each Option gives the Optionholder the right to subscribe for one Share in the capital of Baraka Petroleum Limited ("Baraka"). To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.

(b) The Options will be exercisable at any time on or before 30 June 2011 (**Expiry Date**). Options not exercised on or before the Expiry Date will automatically lapse.

(c) The exercise price of each Option will be 0.3 cents per Share (**Exercise Price**).

(d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.

(e) An Optionholder may exercise their Options by lodging with Baraka before the Expiry Date:

    (i) a written notice of exercise of Options specifying the number of Options being exercised; and

    (ii) a cheque or electronic funds transfer for the relevant Exercise Price for the number of Options being exercised;

    (**Exercise Notice**).

(f) An Exercise Notice is only effective when Baraka has received the full amount of the relevant Exercise Price in cleared funds.

(g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the relevant Exercise Price for the number of Options being exercised, Baraka will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(h) The Options are transferable.

(i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

(j) Baraka may apply for quotation of the Options on ASX if they comply with ASX listing requirements. In the event Baraka is listed on ASX at the time of exercise of the Options, Baraka will apply for quotation on ASX of all Shares allotted pursuant to the exercise of Options within 10 Business Days after the date of allotment of those Shares.

(k) If at any time the issued capital of Baraka is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reconstruction.

(l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, Baraka will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(m) In the event Baraka proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2 (if applicable).

(n) In the event Baraka proceeds with a bonus issue of securities to Shareholders after the date of issues of the Options, the number of securities over which an Option is exerciseable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

PROXY FORM

APPOINTMENT OF PROXY
BARAKA PETROLEUM LIMITED
ACN 112 893 491

ALL CORRESPONDENCE TO:

Advanced Share Registry Ltd
PO Box 1156
Nedlands Western Australia 6909

Telephone: (08) 9389 8033
Facsimile: (08) 9389 7871
Email: admin@advancedshare.com.au
Investor Web: www.advancedshare.com.au

GENERAL MEETING

I/We ____________________

of ____________________

being a member of Baraka Petroleum Limited entitled to attend and vote at the General Meeting, hereby

Appoint ____________________

Name of proxy

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10.00am (WST), on 18 May 2009 at Citigate Perth, 707 Wellington Street, Perth, WA, 6151 and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

☐ If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote in respect of **Resolutions 1 to 8** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 8 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 8 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 8 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 8.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Election of Director – Collin Vost	☐	☐	☐
Resolution 2 – Election of Director – Barry MacKinnon	☐	☐	☐
Resolution 3 – Placement of Shares pursuant to Capital Raising	☐	☐	☐
Resolution 4 – Placement of Shares to Cervantes	☐	☐	☐
Resolution 5 – Placement of Shares and Options to Zurich	☐	☐	☐
Resolution 6 – Placement of Shares to David Valentino	☐	☐	☐
Resolution 7 – Placement of Shares to Directors, Officers and Proposed Directors	☐	☐	☐
Resolution 8 – Participation by Related Parties in Capital Raising	☐	☐	☐

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

Signature of Member(s): **Date:** ____________

Individual or Member 1	**Member 2**	**Member 3**
Sole Director/Company Secretary	**Director**	**Director/Company Secretary**

Contact Name: ____________________ **Contact Ph (daytime):** ____________________

BARAKA PETROLEUM LIMITED
ACN 112 893 491

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy)**: A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

2. **(Direction to Vote)**: A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

3. **(Signing Instructions)**:

   - **(Individual)**: Where the holding is in one name, the member must sign.
   - **(Joint Holding)**: Where the holding is in more than one name, all of the members must sign.
   - **(Power of Attorney)**: If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

4. **(Attending the Meeting)**: Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.

5. **(Return of Proxy Form)**: To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

   (a) post to Advanced Share Registry Services Limited, PO Box 1156, Nedlands, Western Australia, 6909; or

   (b) facsimile to the Company's share register on facsimile number +61 8 93897871,

   so that it is received not later than 10.00am (WST) on 16 May 2009.

   Proxy forms received later than this time will be invalid.