
EXOMA ENERGY LIMITED
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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Exoma Energy, Level 5, 40 Creek Street, Brisbane, Queensland on Thursday 29 November 2012 at 10.00 am (Brisbane time)

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (07) 3226 5600.

EXOMA ENERGY LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Exoma Energy Limited (**Company**) will be held at Exoma Energy, Level 5, 40 Creek Street, Brisbane, Queensland on Thursday 29 November 2012 at 10.00 am (Brisbane time) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday 27 November 2012 at 7.00pm (Sydney time).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

ORDINARY BUSINESS

1. Annual Report

To receive and consider the financial statements of the Company and its controlled entities for the financial year ended 30 June 2012, together with the Directors' Report and Auditor's Report, as set out in the Annual Report.

2. Resolution 1 – Adoption of Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2012 be adopted.

3. Resolution 2 – Election of Dr Robbert Willink as a Director

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

That Dr Robbert Willink, who was appointed by the Board as a director with effect from 8 October 2012, be elected as a Director in accordance with the Constitution.

SPECIAL BUSINESS

4. Resolution 3 – Approval of issue of Subscription Shares to CNOOC or its nominee

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

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 62,103,664 Shares to CNOOC or its nominee in accordance with the terms of the Subscription Agreement, details of which are set out in the Explanatory Memorandum.

5. Resolution 4 – Approval of issue of Second Tranche Shares to CNOOC or its nominee

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

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Second Tranche Shares to CNOOC or its nominee in accordance with the terms of the Subscription Agreement, details of which are set out in the Explanatory Memorandum.

6. Resolution 5 – Share Issue Mandate Resolution

To consider and, if thought fit, to pass the following resolution as a special resolution:

That for the purpose of ASX Listing Rule 7.1A, and for all other purposes, the Company approve the issue of up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory memorandum.

Note: In accordance with ASX Listing Rule 7.1A, for the Share Issue Mandate Resolution to be effective, a special majority, being 75% of votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative), must be voted in favour of the resolution.

Voting Exclusions:

The Company will disregard any votes cast on:

- Resolution 1 by any member of Key Management Personnel of the Group or any Closely Related Party of such a member; and
- Resolutions, 3, 4 and 5 by:
 - (a) a person who may participate in the proposed issue; and
 - (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed;or any associate of such a person.

However, the Company will not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 (even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel).

Important note on Voting Exclusion statement for Resolution 5:

At the date of this notice, the proposed allottees of the securities are not as yet known or identified. For a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted.

Other information

Shareholders should read this Notice and the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the chairman of the Meeting, who must vote the proxies as directed.

Proxy forms must be lodged by 10.00am (Brisbane time) on Tuesday, 27 November 2012 as follows:

- (i) delivered by post to the Share Registry of the Company, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- (ii) sent by fax to the Share Registry of the Company, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).

Important information concerning proxy votes on Resolution 1

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the chairman of the Meeting) and their Closely Related Parties to vote on Resolution 1, including where they are voting as proxy for another Shareholder.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on Resolution 1 by indicating your preference on the proxy form.

The chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

If you appoint the chairman of the Meeting as your proxy but you do not direct the chairman how to vote in respect of Resolution 1, you will be authorising the chairman to vote **in favour of Resolution 1** and the chairman will vote this way in respect of your shares, even though Resolution 1 is connected with the remuneration of Key Management Personnel.

Corporate representatives

Any:

- corporate Shareholder; or
- corporate proxy appointed by a Shareholder,

which has appointed an individual to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry, Computershare Investor Services Pty Limited, in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. If you require an Appointment of Corporate Representative form or if you have any queries on how to cast your votes, please contact Computershare Investor Services Pty Limited, on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

Dated 26 October 2012

By Order of the Board



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Josie King
Company Secretary
Exoma Energy Limited

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Exoma Energy, Level 5, 40 Creek Street, Brisbane, Queensland on Thursday 29 November 2012 at 10.00 am (Brisbane time).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the resolutions set out in the Notice.

A Proxy Form accompanies the Notice.

2. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website www.exoma.net or by contacting the Company on +61 (07) 3226 5600.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2012;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about:
 - the accounting policies adopted by the Company in relation to the preparation of the financial statements;
 - the independence of the auditor in relation to the conduct of the audit;
 - the conduct of the audit; and
 - the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit.

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 – Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2012 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act provides that, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more of the votes cast at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Therefore, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the managing director, if any) may be up for re-election.

The Chairman will allow a reasonable opportunity for Shareholders to ask about, or make comments on the Remuneration Report.

Shareholders are urged to vote on Resolution 1 as the 25% threshold is calculated as a percentage of the votes actually cast on the resolution. The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Election of Dr Robbert Willink as a Director

Article 13.2 of the Constitution requires that one third of the Directors must retire at each annual general meeting. Pursuant to article 13.2 Mr Howard Dewhirst will retire by rotation at the conclusion of the annual general meeting and will not seek re-election. The Board thanks Mr Dewhirst for his service.

Article 13.4 of the Constitution provides that any Director appointed by the Board holds office only until the next general meeting and is then eligible for election at the meeting.

Dr Robbert Jan Willink was appointed as a Director by the Board with effect from 8 October 2012 and seeks election as a Director at the meeting in accordance with the Constitution.

Dr Willink holds a Bachelor of Science (Hons) and a PhD in Geology. He is currently Adjunct Professor, School of Earth Sciences at the University of Queensland and director of his own training and advisory company, Investigative Exploration Pty Ltd. He was head of exploration at Origin Energy Limited from 2000 until 2011 and oversaw numerous oil and gas discoveries in the Bass, Otway, Perth and Surat basins and expansion of the company's portfolio to include conventional and CSG exploration interests in Queensland, South East Asia, Africa and New Zealand. Prior to joining Origin, Dr Willink held positions with Shell, Sagasco Resources Limited (which was taken over by Boral Limited in 1994, and eventually listed its energy assets as Origin) and has lectured in petroleum geology at the National Centre for Petroleum Geology and Geophysics at Adelaide University. Dr Willink is a member of PESA and AAPG.

The Board believes that Dr Willink has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board, with Dr Willink abstaining, unanimously supports the election of Dr Willink.

5. **Resolution 3 – Approval of issue of Subscription Shares to CNOOC or its nominee**

Subscription Agreement and Supplemental Farmin Agreement

On 10 September 2012, the Company announced to ASX that it had entered into the Subscription Agreement and the Supplemental Farmin Agreement with CNOOC.

Under the Subscription Agreement, the Company has agreed to issue 62,103,664 Shares (**Subscription Shares**) at a subscription price of A\$0.172 per Subscription Share to CNOOC or its related body corporate nominee approved by the Company, to raise \$10.7 million.

The subscription price is based on the 90 day volume weighted average price of Shares to the close of trading on 10 August 2012, plus an additional 25%.

Under the Supplemental Farmin Agreement, CNOOC's participating interest in the Company's Authorities to Prospect (ATPs) will increase from 50% to 60%, with CNOOC carrying \$12.7 million of the Company's share of joint venture expenditure to 31 December 2015.

The issue of the Subscription Shares is subject to and conditional on approval from the relevant Government Agencies of the People's Republic of China of both the Subscription Agreement and the Supplemental Farmin Agreement and indicative approvals from the Queensland Government to the assignment of the interests in the issued ATPs (the **Conditions**). All other conditions have now been satisfied.

The Subscription Agreement will automatically terminate on 31 December 2012 if the Conditions are not satisfied by that date.

The Subscription Shares will be issued five business days after the Conditions are satisfied, unless the parties agree otherwise. If the Conditions are satisfied before the date of the Meeting, the Subscription Shares may be issued before the Meeting.

For as long as CNOOC holds more than 9% of the Shares, it will be entitled to appoint a Director. Any such appointment will be subject to approval by Shareholders at the general meeting of the Company following the appointment, in accordance with the Constitution.

Following the issue of the Subscription Shares, CNOOC will hold approximately 13% of the issued Shares.

The issue of the Subscription Shares is not conditional on Shareholder approval being given. Provided the Conditions are satisfied, the Company is required to issue the Subscription Shares to CNOOC whether or not Resolution 4 is passed.

Approval under ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that, without Shareholder approval, the Company must not issue or agree to issue equity securities comprising more than 15% of the Company's issued capital as at 12 months before the date of issue of the relevant securities, subject to certain adjustments set out in the rule.

As an alternative to obtaining shareholder approval under the rule in advance of a share issue, a share issue which does not exceed the 15% limit may be approved subsequently, thereby “refreshing” a company’s 15% capacity.

Shareholder approval is sought for the issue of the Subscription Shares to CNOOC. The issue of the Subscription Shares will not result in the Company exceeding its current 15% limit under ASX Listing Rule 7.1 and therefore Shareholder approval is not essential for the Subscription Shares to be issued.

However, if Shareholder approval for Resolution 3 is obtained, the Subscription Shares will not need to be counted in the Company’s 15% limit under ASX Listing Rule 7.1, if they are issued within three months after approval is obtained (unless ASX waives this timing requirement). This will provide the Company with greater flexibility in considering any necessary further fundraising without further reference to Shareholders.

If the Subscription Shares are not issued within three months after the date of the Meeting (for example if there is a delay in the satisfaction of the Conditions and a resulting delay in the issue of the Subscription Shares), the Subscription Shares will need to be included in the Company’s 15% limit (in the absence of an ASX waiver) unless Shareholder approval of the issue is obtained at a subsequent general meeting of the Company.

If the Conditions are satisfied and the Subscription Shares are issued before the Meeting, approval of Resolution 3 will take effect as approval under ASX Listing Rule 7.1, in accordance with ASX Listing Rule 7.4.

Information required by the ASX Listing Rules

The Company advises as follows:

Maximum number of Shares the entity is to issue or the formula for calculating the number of Shares the entity is to issue	62,103,664
Issue date	No later than three months after the date of approval (or such later date permitted by ASX)
Issue price	A\$0.172
Terms of the Shares	Fully paid ordinary shares
Allottee	CNOOC or its related body corporate nominee approved by the Company
Use of funds	The funds raised will be used by the Company to fund its exploration program in its current Authorities to Prospect, to progress the grant of its applications for the new Authorities to Prospect and to identify and progress potential new strategic opportunities.
Allotment date	Five business days after the Conditions are satisfied, unless otherwise agreed by the Company and CNOOC.

Directors’ recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

6. **Resolution 4 – Approval of issue of Second Tranche Shares to CNOOC or its nominee**

CNOOC's right to subscribe for the Second Tranche Shares

Under the Subscription Agreement, CNOOC has the right, but no obligation, to subscribe for the Second Tranche Shares, if it notifies the Company that it wishes to do so within five business days after the issue of the Subscription Shares.

If CNOOC notifies the Company that it wishes to subscribe for the Second Tranche Shares, the issue of the Second Tranche Shares is conditional on Shareholders approving the issue of the Second Tranche Shares (unless the Company and CNOOC agree to waive that condition).

Approval under ASX Listing Rule 7.1

Shareholder approval is sought for Resolution 4.

It is a condition of the issue of the Second Tranche Shares in the Subscription Agreement that Shareholder approval be obtained. Without Shareholder approval, the issue of both the Subscription Shares and the Second Tranche Shares would result in the Company exceeding the 15% limit under ASX Listing Rule 7.1.

If Resolution 3 is passed and the Company and CNOOC waive the requirement for Shareholder approval for the issue of the Second Tranche Shares in the Subscription Agreement, the Second Tranche Shares could be issued even if Resolution 4 is not passed. That is because, if Resolution 3 is passed, the Subscription Shares will not need to be counted in the Company's 15% limit and the Second Tranche Shares alone would not exceed the Company's 15% limit. If Resolutions 3 and 4 are both not passed, but Resolution 5 is passed, the Company may consider issuing the Second Tranche Shares under that approval if all relevant requirements are satisfied.

If the Second Tranche Shares are issued (if CNOOC elects to acquire them), the Company will be able to access the approximately A\$7.2 million to be raised from their issue to apply towards its exploration program.

If Resolution 4 is passed, the Second Tranche Shares will not need to be counted in the Company's 15% limit under ASX Listing Rule 7.1. This will provide the Company with greater flexibility in considering any necessary further fundraising without further reference to Shareholders.

If the Subscription Shares are not issued within three months after the date of the Meeting (for example if there is a delay in the satisfaction of the Condition and a resulting delay in the issue of the Subscription Shares), the Subscription Shares will need to be included in the Company's 15% limit (in the absence of an ASX waiver) unless Shareholder approval of the issue is obtained at a subsequent general meeting of the Company. In that case, or if the Second Tranche Shares are not issued within three months after the date of the Meeting, it may be necessary to convene a further general meeting of Shareholders to seek approval for the issue of the Second Tranche Shares, unless the Company is able to rely on the approval of Resolution 5 for the issue of the Second Tranche Shares.

Information required by the ASX Listing Rules

For the purposes of the ASX Listing Rules, the Company advises as follows:

Maximum number of Shares the entity is to issue or the formula for calculating the number of Shares the entity is to issue	That number of Shares as at the date of issue of the Second Tranche Shares that is required to be issued to result in CNOOC holding 19.9% of the issued Shares (expected to be approximately 41,622,380, based on the Company's number of ordinary shares as at 3 October 2012 of 417,510,359).
Issue date	No later than three months after the date of approval (or such later date permitted by ASX)
Issue price	A\$0.172
Terms of the Shares	Fully paid ordinary shares
Allottee	CNOOC or its related body corporate nominee approved by the Company
Use of funds	The funds raised will be used by the Company to fund its exploration program in its current Authorities to Prospect, to progress the grant of its applications for the new Authorities to Prospect and to identify and progress potential new strategic opportunities
Allotment date	Five business days after CNOOC notifies the Company that it wishes to acquire the Second Tranche Shares, unless otherwise agreed by the Company and CNOOC.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Share Issue Mandate Resolution

General

ASX Listing Rule 7.1A provides that eligible entities may seek shareholder approval to issue equity securities up to 10% of the entity's issued capital at the time of issue or agreement, through placements¹ over a 12 month period after the date that shareholders approve the mandate to issue further securities (**Share Issue Mandate**).

An eligible entity for the purposes of ASX Listing Rules 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

As at Tuesday 2 October 2012, the Company's market capitalisation was \$ 36,323,401 based on the closing trading price of \$0.087 on that date. The Company is not included in the S&P/ASX300 Index as at the time of this notice. The Company is therefore an eligible entity for the purposes of ASX Listing Rule 7.1A.

¹ To sophisticated, professional and institutional investors (as those terms are defined in the Corporations Act).

The Share Issue Mandate is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1, and can provide the Company with capacity to issue up to 25% (in aggregate) of its issued share capital in any 12 month period.

The ability to issue securities under the Share Issue Mandate is subject to shareholder approval by way of a special resolution. This requires the approval of 75% of the votes cast by Shareholders present and eligible to vote.

Specific information required by the ASX Listing Rules

For the purposes of ASX Listing Rule 7.3A, the Company advises as follows:

Minimum issue price	<p>The Company's equity securities will be issued at an issue price of not less than 75% of the volume weighted average price of the Company's securities in that class over the 15 trading days immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed; or (b) if the securities are not issued within five trading days of the date in paragraph (a) above, the date on which the securities are issued.
Type of securities that may be issued	<p>Any equity securities issued under the Share Issue Mandate must be in the same class as an existing quoted class of securities of the Company.</p>
Potential risk of dilution	<p>There is a risk that the:</p> <ul style="list-style-type: none"> (a) market price for equity securities in that class may be significantly lower on the date of the issue date than on the date of the approval under ASX Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date. <p>See the dilution table below for further information about the potential risk of dilution from the Share Issue Mandate.</p>
Timing of potential issues	<p>The Company will only issue and allot the securities during the 12 months after the date of the Annual General Meeting at which the approval is obtained. The approval under the Share Issue Mandate Resolution for the issue of equity securities will cease to be valid in the event that holders of the Company's equity securities approve a transaction involving a significant change to the nature or scale of the Company's activities² or disposal of its main undertaking³.</p>
Purpose of potential issues	<p>The Company may seek to issue the equity securities for cash and/or non-cash consideration for the following purposes:</p> <ul style="list-style-type: none"> • To fund exploration in the Company's current and future Authorities to Prospect; • To fund investments in new ventures whether by way of acquisition, farmin-in or otherwise; • To fund working capital.

² Listing Rule 11.1.2.

³ Listing Rule 11.2.

Allocation policy	<p>The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Share Issue Mandate. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company; (b) the effect of the issue of the equity securities on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Share Issue Mandate have not been determined as at the date of this notice but may include existing substantial holders of equity securities who are not related parties or associates of a related party of the Company.</p>
Prior shareholder approval	The Company has not previously obtained the approval of its Shareholders for the purpose of a Share Issue Mandate under ASX Listing Rule 7.1A.

Dilution table

The table below shows the potential dilution of holders of the Company's ordinary shares on the basis of three different assumed issue prices and numbers of equity securities on issue as at Tuesday, 2 October 2012:

Issued share capital	Dilution when compared with the current issued share capital	Issue of 10% of share capital		
		A\$0.0435 per Share (50% decrease in issue price)	A\$0.087 per Share (Issue price)	A\$0.1305 per Share (50% increase in issue price)
417,510,359 (Current issued share capital)	10% dilution	41,751,036 shares	41,751,036 shares	41,751,036 shares
	Funds raised	A\$1,816,170	A\$3,632,340	A\$5,448,510
626,265,539 (50% increase in issued share capital)	15% dilution	62,626,554 shares	62,626,554 shares	62,626,554 shares
	Funds raised	A\$2,724,255	A\$5,448,510	A\$8,172,765
835,020,718 (100% increase in issued share capital)	20% dilution	83,502,072 shares	83,502,072 shares	83,502,072 shares
	Funds raised	A\$3,632,340	A\$7,264,680	A\$10,897,020

The table has been prepared on the following assumptions:

- (A) The issue price is \$0.087 based on the closing price of shares on Tuesday, 2 October 2012.
- (B) The current issued share capital has been calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at Tuesday, 2 October 2012.
- (C) The Company issues the maximum number of equity securities available under the Share Issue Mandate.
- (D) No options are exercised or converted into Shares.
- (E) The table shows only the effect of issues of the Company's equity securities under the Share Issue Mandate, not under the Company's 15% placement capacity.

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum:

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report thereon, in respect to the financial year ended 30 June 2012.

ASX means ASX Limited ACN 008 624 691, or the stock market operated by it, as the context requires.

ASX Listing Rules means the official listing rules of the ASX

Authorities to Prospect means ATPs 991, 996, 999, 1005 and 1008 and, subject to grant, new ATPs 1127, 1130, 1137 and 1150, situated in the Galilee and Eromanga Basins in central Queensland.

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

Board means the board of Directors of the Company.

Closely Related Party has the meaning in section 9 of the Corporations Act.

CNOOC means CNOOC Galilee Gas Company Pty Ltd ACN 147 248 128, a subsidiary of China National Offshore Oil Corporation and, where appropriate, its related body corporate nominee to subscribe for Shares.

Company or **Exoma Energy** means Exoma Energy Limited ACN 125 943 240.

Constitution means the constitution of the Company.

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

Director means a director 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 this explanatory memorandum to the Notice.

Financial Report means the 2012 annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Group means the Company and its controlled entities.

Key Management Personnel means a person 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.

Meeting has the meaning given in the introductory paragraph of this Notice.

Notice means the notice of Annual General Meeting to which this Explanatory Memorandum is attached.

Proxy Form means the proxy form which accompanies the Notice.

Remuneration Report means the remuneration report of the Company contained in the Director's report.

Schedule means a schedule to this Notice.

Second Tranche Shares means that number of Shares as at the date of issue of the Second Tranche Shares that will result in CNOOC holding 19.9% of the issued Shares.

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

Shareholder means a registered holder of a Share.

Share Issue Mandate means the mandate to issue up to 10% of the entity's issued capital at the time of issue or agreement, through placements over a 12 month period after the date that shareholders approve the mandate to issue further securities.

Share Issue Mandate Resolution means a resolution under ASX Listing Rule 7.1A to approve the Share Issue Mandate.

Subscription Agreement means the subscription agreement between the Company and CNOOC dated 10 September 2012.

Subscription Shares means 62,103,664 Shares for which CNOOC has agreed to subscribe under the Subscription Agreement.

Supplemental Farmin Agreement means the supplemental farmin agreement between the Company and CNOOC (among others) announced by the Company on 10 September 2012.

Words importing the singular include the plural and conversely.

In this Notice, words importing the singular include the plural and visa versa.

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

Lodge your vote:



By Mail:

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

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

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

For all enquiries call:

(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00am (Brisbane time) on Tuesday 27 November 2012

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form →



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

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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 Exoma 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 Exoma Energy Limited to be held at Exoma Energy, Level 5, 40 Creek Street, Brisbane, Queensland on Thursday 29 November 2012 at 10:00am (Brisbane 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 Resolution 1 (Adoption of Remuneration Report) (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 (Adoption of Remuneration Report) 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Dr Robbert Willink as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of issue of Subscription Shares to CNOOC or its nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Second Tranche Shares to CNOOC or its nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Share Issue Mandate Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____