

MEO AUSTRALIA LIMITED

ABN 43 066 447 952

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of members of MEO Australia Limited will be held in the Meeting Room of The Institute of Chartered Accountants in Australia, Level 3, 600 Bourke Street, Melbourne on Thursday, 13 November 2008 at 10 30 am

Ordinary Business

Item 1. Financial Report

To receive and consider the Annual Financial Report for the year ended 30 June 2008 and the reports of the Directors and Auditor thereon.

Item 2. Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2008 be adopted "

This is a non-binding advisory vote.

Item 3. To elect and re-elect Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(a) **Re-election of Mr Nicholas Moubray Heath**

"That Mr Nicholas Moubray Heath, who retires in accordance with clause 35 of the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company "

(b) **Re-election of Mr Gregory Anthony Short**

"That Mr Gregory Anthony Short, who retires in accordance with clause 35 of the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company "

(c) **Election of Mr Michael J F Sweeney**

"That Mr Michael J F Sweeney, who was appointed a director on 1 October 2008, retires in accordance with rule 35 of the Company's constitution and, being eligible, offers himself for election "

(d) **Election of Mr Stephen Wade Hopley**

"That Mr Stephen Wade Hopley, who was appointed a director on 1 October 2008, retires in accordance with rule 35 of the Company's constitution and, being eligible, offers himself for election "

Special Business

Item 4. Grant of options to Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(a) **Grant of Options to Mr Michael J F Sweeney**

"That the Company approve for all purposes, including ASX Listing Rule 10.14, the grant of 1,000,000 options to Mr Michael J F Sweeney on the terms summarised in the Explanatory Notes to this Notice of Meeting and any issues of ordinary shares on exercise of those options"

(b) **Grant of Options to Mr Stephen Wade Hopley**

"That the Company approve for all purposes, including ASX Listing Rule 10.14, the grant of 1,000,000 options to Mr Stephen Wade Hopley on the terms summarised in the Explanatory Notes to this Notice of Meeting and any issues of ordinary shares on exercise of those options"

Item 5. Increase in aggregate cap of non-executive Directors' remuneration

"That, in accordance with Rule 37 of the Company's constitution, the maximum aggregate amount of remuneration which may be provided by the Company to all Directors for their services as Directors be increased by \$100,000 to a maximum sum of \$300,000 a year, with effect from the financial year commencing 1 July 2008 "

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in relation to Items 4(a), 4(b) and 5 by any Director of the Company and 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
- if 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.

By order of the Board of MEO Australia Limited

**C H Naylor
Company Secretary
6 October 2008**

2008 Annual Report

Shareholders who elected not to receive a printed copy of the 2008 Annual Report can access the Annual Report at MEO's website address:

<http://www.meoaustralia.com.au/media/files/2008AnnualReport.pdf>

NOTES

1. Voting

- (a) On a poll, Members have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a shareholder appoints more than one proxy, and more than one proxy attends the meeting, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.
- (b) A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the member's votes.
- (c) A form of proxy accompanies this Notice and, to be effective, the form (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the registered office of the Company or by the Company's share registry not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
- (d) A proxy duly appointed need not be a Member and may be an individual or body corporate. In the case of joint holders all must sign.
- (e) If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - (i) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; or
 - (ii) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.If such evidence is not received prior to the commencement of the meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Member's proxy.
- (f) Proxy and corporate appointment of representative forms may be returned to the Company in any of the following ways:
 - (i) by delivery (by hand, mail, or facsimile) to the Company Secretary, MEO Australia Limited at its registered office:

Level 17
500 Collins Street
Melbourne Vic 3000
Facsimile: 61+ 3 9614 0660.
 - (ii) by delivery (by hand, mail, or facsimile) to the MEO Australia Limited share registry:

Link Market Services Limited
Level 1
333 Collins Street
Melbourne Vic 3000
Facsimile: 61+3 9615 9900
- (g) Corporate Members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
 - (i) 2 directors of the company; or
 - (ii) a director and a company secretary of the company; or
 - (iii) for a proprietary company that has a sole director who is also the sole company secretary - that director.
- (h) Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and then the Member attends the meeting in person, if the member votes on a resolution, their proxy is not entitled to vote, and must not vote, on that resolution.
- (i) Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General

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Meeting will be as it appears in the share register at 7pm on Tuesday 11 November 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Explanatory Memorandum

Shareholder approval of resolutions is required for the purposes of the ASX Listing Rules and the Corporations Act 2001 (Cth). This Explanatory Memorandum has been prepared to provide you with material information to enable you to make an informed decision in relation to the business to be conducted at the Annual General Meeting of the Company.

Ordinary business

Item 1. Financial Report

The *Corporations Act 2001* (Cth) requires:

1. the reports of the Directors and Auditors; and
2. the Annual Report, including the financial statements of the Company for the fiscal year ended 30 June 2008,

to be laid before the Annual General Meeting. Neither the *Corporations Act* nor the Constitution require a vote of members on the reports or statements. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2. Remuneration Report

As part of the Annual Report provided to all members, a Remuneration Report is required to be included which sets out details of the remuneration for each director and for each of the other key management personnel of the Company, in addition to describing Board policy in respect of remuneration, its relationship to the Company's performance, along with a detailed summary of any relevant performance conditions, why those particular conditions were chosen, and how performance is measured against them.

Under the resolution in Item 2, the Company is seeking member approval of the adoption of the Remuneration Report by the Company. The outcome of this resolution is advisory only, and is not binding on the Company or the Board.

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report

Item 3. To elect and re-elect Directors

- (a) **Mr Nicholas Moubray Heath is required to retire at this Annual General Meeting, and seeks re-election**

Further information in relation to the director is as follows:

Mr Heath has broad experience in Australian and international energy markets gained through senior management positions with ExxonMobil in Australia and overseas. Mr Heath has over 30 years experience in petroleum engineering, operations management, and gas and oil marketing. He was a director of ExxonMobil Australia Pty Ltd and Chairman of Australian Petroleum Production and Exploration Association (APPEA) between 1997 and 1999. Mr Heath is a Fellow of the Institution of Chemical Engineers and the Australian Institute of Management, and also serves as a non-executive director of Metgasco Limited.

The Board (other than Mr Heath) unanimously recommends that members vote in favour of the resolution to re-elect Mr Heath

(b) Mr Gregory Anthony Short is required to retire at this Annual General Meeting, and seeks re-election

Further information in relation to the director is as follows:

Mr Short retired in 2006 following a 33 year career with ExxonMobil initially as a production and operations geologist in Australia and Malaysia before advancing to supervisory and management positions. In the 1980's he managed Production Geoscience for Esso Australia through major developments of several Gippsland Basin oil and gas fields.

Mr Short spent the last 15 fifteen years in management assignments that included Exploration Manager for USA, Chad and Nigeria including 7 years in Angola as Geoscience Director. His career included participating in and/or managing major oil and gas projects in Australia, Malaysia, Chad, Nigeria and Angola from exploration through development and production start-up.

The Board (other than Mr Short) unanimously recommends that members vote in favour of the resolution to re-elect Mr Short.

(c) Mr Michael J F Sweeney is required to retire at this Annual General Meeting, and seeks election

Further information in relation to the director is as follows:

Mr Sweeney practises as a Barrister at the Victorian Bar, Melbourne, specialising in the fields of energy and resources law, competition law/third party access regimes, joint ventures and generally in commercial and contract law. He also specializes in alternative disputes resolution, particularly arbitration both as qualified arbitrator and as counsel in arbitrations.

Mr Sweeney was the senior managing executive (prior to this, general counsel and company secretary) of the Mitsubishi and Mitsui interests (MIMI) in the Australian North West Shelf (NWS) Gas Joint Venture from 1986 to 1996. He served as a member of the NWS Joint Venture Project Committee and was deputised to the Board of the North West Shelf LNG Shipping Company. He was a member of the Tokyo based Operating Committee responsible for overseeing MIMI's investments in Australia.

The Board (other than Mr Sweeney) unanimously recommends that members vote in favour of the resolution to elect Mr Sweeney

(d) Mr Stephen Wade Hopley is required to retire at this Annual General Meeting, and seeks election

Further information in relation to the director is as follows:

Mr Stephen Hopley enjoyed a 14 year career with Macquarie Bank from 1989 until his retirement in 2003. For the last 4 years of his career, Mr Hopley acted as Division Director of the Financial Services Group with responsibility for Advisor Relationships and Distribution. Mr Hopley successfully developed and implanted a range of new products for distribution and led a number of sales teams that achieved outstanding sales results and was responsible for the two largest retail cash products in the industry.

Mr Hopley has served on a number of boards, foundations, committees and not for profit organizations. He is a past board member of the Education Foundation of Australia; the Lord Mayor's Charitable Fund and is a past Securities Industry Education chair of Task Forces in relation to final subjects in Graduate Diploma in Financial Planning. He devotes part of his time as a business coach and mentor to a number of early stage enterprises.

The Board (other than Mr Hopley) unanimously recommends that members vote in favour of the resolution to elect Mr Hopley

Special Business

Item 4. Grant of Options to Directors

Items 4(a) and 4(b) seek securityholder approval for the grant of 1,000,000 options to each of Messrs Sweeney and Hopley on the terms set out in this notice. Each option entitles Messrs Sweeney and Hopley to acquire one fully paid ordinary share in the capital of the Company upon paying the exercise price.

If securityholder approval is obtained, it is intended that the options will be granted shortly after the annual general meeting, but no later than one month after the meeting or any adjournment of the meeting and a twelve month vesting period will apply.

The specific terms of the grants are detailed below:

- The options will be granted to the directors at no cost to them.
- Each option entitles the holder to subscribe for 1 fully paid ordinary share in MEO Australia Limited. The exercise price for each option will be \$0.50.
- Each option granted to Messrs Sweeney and Hopley is exercisable at any time on or after 30 September 2009 and prior to 5:00pm on 30 September 2011 by completing an option exercise form and delivering it to MEO Australia Limited together with payment of the exercise price.
- Options are not assignable or transferable without the prior written consent of the Directors, except in the case of the death of the holder when the options may be transmitted to the personal representative of the deceased.
- On cessation of employment by, or by any subsidiary of, MEO Australia Limited, options may be exercised for a period of 6 months, after which time the options shall expire.
- All shares issued upon exercise of options will rank equally in all respects with the then existing fully paid ordinary shares in MEO Australia Limited. Within 10 business days after the issue of shares upon exercise of options, MEO Australia Limited will apply to ASX for those shares to be admitted to quotation.
- Holders of options may only participate in a new issue of securities to holders of ordinary shares in MEO Australia Limited if an option has been exercised and a share issued in respect of that option before the record date for determining entitlements to the new issue. MEO Australia Limited must give holders of options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.
- There will be no change to the exercise price of an option or the number of shares over which an option is exercisable in the event of MEO Australia Limited making a pro rata issue of shares or other securities to holders of ordinary shares in MEO Australia Limited (other than a bonus issue).
- In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, all of the options will be re-organised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- The fair value of the options at date of grant will be determined by independent valuation by DMR Corporate Pty Ltd. For the purpose of this note to the notice of meeting, DMR Corporate Pty Ltd has assessed the fair value of the options proposed to be granted to Mr Sweeney and Mr Hopley at 7.84c, employing a binomial option pricing model and using a 30-day weighted average market value of the Company's shares to 30 September 2008 of \$0.25.
- It is the Company's practice to grant options to each new non-executive Director on their joining the board, to align their interests with shareholders.
- No directors (other than the directors who received options approved at the Company's General Meeting on 21 August 2008) have received options since that General Meeting.
- The directors will not receive any loans in relation to the grant of options.
- The options will be granted shortly after the meeting and in any event, no later than one month after the meeting.

Item 5. Increase in aggregate cap of non-executive Directors' remuneration

The current maximum aggregate amount which may be paid as fees to all non-executive Directors of the Company for their services as Directors is \$200,000 per annum, as approved by shareholders at the Annual General Meeting of Shareholders on 15 July 1997. This amount does not include other payments that may be payable to the non-executive Directors as specified in the constitution, and, has not included any Options that were granted to non-executive Directors from time to time, where those Options were separately approved by shareholders.

The remuneration (excluding options) provided to each non-executive Director for the year ended 30 June 2008 was \$150,905 (2007: \$138,860).

The Company undertakes regular reviews of the fees paid to non-executive Directors to ensure that the fees paid by the Company are competitive and enable the Company to attract and retain high calibre Directors. This review includes consideration of fees paid to non-executive Directors of comparable Australian listed companies. Particular Director's performance, duties and responsibilities, the market comparison and independent advice are all considered as part of the review process.

The proposed increase in the non-executive Directors' fee cap of \$100,000 would take the maximum aggregate amount to \$300,000 per annum. The Company will continue to seek separate shareholder approval for each grant of options (see Items 4(a) and 4(b)).

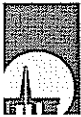
The increased amount also is considered necessary in order to:

- continue to attract Directors with the appropriate experience and skills;
- allow for annual adjustments in line with market conditions; and
- provide the Board with the flexibility to increase the number of future Board members (if appropriate).

It is essential that the Company has the capacity to pay adequate fees to non-executive Directors in order to attract and retain Directors of the highest calibre. The proposed increase will provide the Company with the flexibility to ensure that a top calibre Board of appropriate size serves the Company and its shareholders.

Increasing the maximum amount of non-executive Directors' remuneration payable does not mean that the whole of the new maximum aggregate will be used immediately.

Shareholders should note that the proposed increase in non-executive Directors' remuneration does not relate to salaries paid to the Managing Director in his capacity as an executive of the Company. The Managing Director does not receive remuneration in the form of a Directors' fee in addition to his salary.



MEO AUSTRALIA LIMITED

ABN 43 066 447 952

MEOAustralia
energy for the future

APPOINTMENT OF PROXY

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance

Please return your Proxy forms to:
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
Locked Bag A14, Sydney South NSW 1235 Australia
Telephone: 1300 554 474
(02) 8280 7111
Facsimile: (02) 9287 0309
ASX Code: MEO
Website: www.linkmarketservices.com.au



X99999999999

I/We being a member(s) of MEO Australia Limited and entitled to attend and vote hereby appoint

A the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am on Thursday, 13 November 2008, at The Institute of Chartered Accountants in Australia, Level 3, 600 Bourke Street, Melbourne Victoria 3000 and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert **X** in the appropriate box below.

ORDINARY BUSINESS	For	Against	Abstain*	SPECIAL BUSINESS	For	Against	Abstain*
Item 2 Adoption of Remuneration Report (Non-binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 4 Grant of Options to Directors (a) Mr Michael J F Sweeney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To elect and re-elect Directors (a) Re-election as a Director Mr Nicholas Moubrey Heath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(b) Mr Stephen Wade Hopley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Re-election as a Director Mr Gregory Anthony Short	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5 Increase in aggregate cap of non-executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Elect as a Director Mr Michael J F Sweeney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(d) Elect as a Director Mr Stephen Wade Hopley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you mark the Abstain box for a particular Item, 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

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

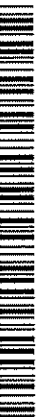
Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth)

MEO PRX841



How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign
- Joint Holding: where the holding is in more than one name, either securityholder may sign
- Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30am on Tuesday, 11 November 2008, being not later than 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 using the reply paid envelope or:

- by posting or facsimile to MEO Australia Limited's share registry as follows:
MEO Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).