

MEO AUSTRALIA LIMITED

ABN 43 066 447 952

NOTICE OF GENERAL MEETING

Notice of general meeting of members of MEO Australia Limited to be held in the Meeting Room of The Institute of Chartered Accountants in Australia, Level 3, 600 Bourke Street, Melbourne on Thursday, 21 August 2008 at 10.30 am.

AGENDA

1. To receive a progress report on company activities by the Managing Director.

ORDINARY RESOLUTIONS

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

1. **Ratification of the Issue of 21,391,000 Shares**

“THAT in accordance with Listing Rule 7.4 of the Listing Rules of ASX Limited, the issue of 21,391,000 ordinary fully paid shares in the capital of the Company, to Mineralogy Pty Ltd (the sponsor of Resource Development International Ltd), on 8th day of July 2008, at a price of \$0.55 per share is hereby ratified”.

2. **Appointment of a Director**

“THAT Mr Nicholas Moubray Heath, being a Director of the Company who was appointed a Director since the last annual general meeting retires and, being eligible for election, is hereby elected as a Director of the Company”.

3. **Appointment of a Director**

“THAT Mr Gregory Allen Short, being a Director of the Company who was appointed a Director since the last annual general meeting retires and, being eligible for election, is hereby elected as a Director of the Company”.

4. **Grant of Options to a Director**

“That approval be given to the Directors to grant, within 1 month from the date of this meeting, 1,000,000 30 November 2009 options over ordinary fully paid shares in the capital of the Company, vesting on 15 May 2009, at an exercise price of 50 cents per share, to Mr N M Heath”.

5. **Grant of Options to a Director**

“That approval be given to the Directors to grant, within 1 month from the date of this meeting, 1,000,000 30 November 2009 options over ordinary fully paid shares in the capital of the Company, vesting on 16 June 2009 at an exercise price of 50 cents per share, to Mr J Hendrich”.

6. **Grant of Options to a Director**

“That approval be given to the Directors to grant, within 1 month from the date of this meeting, 1,000,000 30 November 2009 options over ordinary fully paid shares in the capital of the Company, vesting on 14 July 2009, at an exercise price of 50 cents per share, to Mr G A Short”.

VOTING EXCLUSION STATEMENT

The Company will disregard any vote cast in relation to Resolutions 1, 4, 5 and 6 in respect of any shares held by any person to whom securities referred to Resolutions 1, 4, 5 and 6 were, or will be, issued or by any associate of such person. 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
15 July 2008

NOTES

1. Voting

- (a) MEO Australia Limited has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the shares of MEO Australia Limited that are quoted on ASX Limited as at close of business on 19 August 2008, will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.
- (b) A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights.
- (c) A proxy duly appointed need not be a member. In the case of joint holders all must sign.
- (d) A form of proxy accompanies this Notice and, to be effective, the form and any document necessary to show the validity of the form of proxy must be lodged with the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
- (e) Directors and officers of all corporate shareholders should note that unless the corporate member either:
- (i) completes and lodges with the Company a valid form of appointment of proxy in accordance with the instructions on the enclosed proxy form; or
 - (ii) completes and either lodges with the Company prior to the meeting a form of appointment of representative in accordance with the provisions of Section 250D of the Corporations Act or causes such personal representative to attend the meeting with such form of appointment; or
 - (iii) has appointed an attorney;
- and such proxy, personal representative or attorney attends the relevant meeting, then such corporate member will be unable to exercise any votes at the Meeting.
- (f) Proxy and corporate representative forms may be lodged with the Company by delivery (by hand, mail, or facsimile) to MEO Australia Limited's share registry at:
- | | | |
|-------------------|----|--------------------|
| Level 12 | OR | Level 1 |
| 680 George Street | | 333 Collins Street |
| Sydney NSW 2000 | | Melbourne Vic 3000 |
- (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) The appointment of a proxy or attorney is not revoked by the appointor attending and taking part in the meeting but if the appointor votes on a resolution, the person acting as proxy or attorney for the appointor is not entitled to vote as the appointor's proxy or attorney on the resolution.
- (i) Where a proxy form or form of appointment of representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a form of proxy or appointment.

2. Business of the Meeting

To receive a progress report on the company activities by the Managing Director.

The Managing Director will provide the meeting with a progress report on activities of the company including the recent announcement in respect of the Strategic Alliance formed with Resource Development International Ltd.

Resolution 1: Ratification of the Issue of 21,391,000 Ordinary Shares

Resolution 1 seeks shareholder ratification of the issue of 21,391,000 shares by Directors. Directors and their related parties did not participate in the issue. In accordance with ASX Listing Rule 7.4, with ratification, the issue is treated as having been made with shareholder approval.

The Company raised \$11,765,050 (before costs) by the issue of 21,391,000 shares to Mineralogy Pty Ltd. The proceeds from the share placement will provide funding for ongoing geotechnical activity in NT/P68.

The following information is provided in accordance with ASX Listing Rule 7.4:

- (a) The number of shares allotted was 21,391,000 as set out in the resolution;
- (b) The price at which the shares were allotted was \$0.55 per share;
- (c) The terms of issue of the shares are that they are ordinary fully paid shares ranking pari passu with all other ordinary shares in the capital of MEO Australia Limited, and
- (d) The use to which funds raised by the issue are intended to be applied is set out above.

Resolution 2: Appointment of Director

On 12 May 2008, the Directors appointed Mr Nick Heath as a Director, to fill a casual vacancy on the Board.

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.

In accordance with the Company's Constitution, Mr Heath holds office until the next annual general meeting, but offers himself for election at this meeting in advance of the Company's increased activities over the coming year.

Resolution 3: Appointment of Director

On 14 July 2008, the Directors appointed Mr Greg Short as a Director, to fill a casual vacancy on the Board.

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.

In accordance with the Company's Constitution, Mr Short holds office until the next annual general meeting, but offers himself for election at this meeting in advance of the Company's increased activities over the coming year.

Resolutions 4 to 6 (inclusive)

The resolutions, if passed will approve the grant to Directors of options to subscribe for up to 1,000,000 ordinary fully paid shares each, at a price of 50 cents per share, and approve the issue of up to 1,000,000 ordinary fully paid shares on the exercise of those options. A twelve month vesting period applies for each grant of options with Options granted to Mr Heath vesting on 12 May 2009, Options granted to Mr Hendrich vesting 16 June 2009 and Options granted to Mr Short vesting on 14 July 2009. Mr Heath joined the Board on 12 May 2008 when the MEO share price was \$0.34 per share; Mr Hendrich joined the company on 16 June 2008 when the MEO share price was \$0.53 per share and Mr Short joined the Company on 14 July 2008 when the MEO share price was \$0.43 per share.

The terms of issue of the options are set out below.

The Board policy in relation to Directors' remuneration as set out in the Remuneration Report, includes long term incentives, in the form of options, so as align the interests of Directors with those of shareholders. In the event that the resolutions are approved and the options granted, the fair value of the options at grant date will be recognised and reported in the Remuneration Report, as the expense for the services received by the Company, in accordance with the Company's accounting policy and accounting standard *AASB 2 Share-based Payment*.

Independent Expert Valuation

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 Heath at \$0.190, options proposed to be granted to Mr Hendrich at \$0.195 and options proposed to be granted to Mr Short at \$0.199, employing a binomial option pricing model and using a market value of the Company's shares of \$0.49 as at 10 July 2008,.

Terms and Conditions of 30 November 2009 Options

Exercise price

Each option entitles the holder to subscribe for 1 fully paid ordinary share in MEO Australia Limited at a subscription price of \$0.50 per share.

Manner of exercise

Each option granted to Mr Heath is exercisable at any time on or after 12 May 2009 and prior to 5:00pm (AEST) on 30 November 2009; each option granted to Mr Hendrich is exercisable at any time on or after 16 June 2009 and prior to 5:00pm (AEST) on 30 November 2009 and each option granted to Mr Short is exercisable at any time on or after 14 July 2009 and prior to 5:00pm (AEST) on 30 November 2009 by completing an option exercise form and delivering it to MEO Australia Limited together with payment for the share in respect of which the option is exercised and the option holding statement for the option.

Assignment of options

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.

Expiration of options on cessation of employment

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.

Ranking and quotation of shares

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.

Participation rights

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.

No change to option terms

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).

Reorganisation of capital

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.

**PROXY FORM
MEO AUSTRALIA LIMITED
(ABN 43 066 447 952)**

The Company Secretary
MEO Australia Limited
Level 17
500 Collins Street
Melbourne Vic 3000

I/We (name of shareholder).....
of (address).....
being a member/members of MEO Australia Limited HEREBY APPOINT

(name) or failing that person then the
Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to
be held at the Meeting Room of The Institute of Chartered Accountants in Australia, Level 3, 600 Bourke Street Melbourne, in the
State of Victoria on 21 August 2008 at 10.30 AM (AEST) and at any adjournment of the meeting.

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS – To indicate your instructions mark

| |
|----------|
| X |
|----------|

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. Otherwise my proxy is to vote as follows:

| | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Ratification of issue of 21,391,000 shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Appointment of Mr Nicholas Moubray Heath as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Appointment of Mr Gregory Allen Short as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Approval of Grant of Options to N M Heath | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Approval of Grant of Options to G A Short | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 Approval of Grant of Options to a J Hendrich | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Subject to the operation of the express voting exclusions contained in the notes to the notice of meeting, the Chairman's intention is to vote an undirected proxy in favour of each resolution to be put to the meeting.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as your proxy will be disregarded because of that interest.

My total voting right is _____ shares. This Proxy is appointed to represent _____ % of my voting right, or if 2 proxies are appointed Proxy 1 represents _____ % and Proxy 2 represents _____ % of my total votes. If no direction is given above or if more than one box is marked in relation to a resolution, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of that resolution at the meeting and any adjournment of the meeting.

Signature(s)

Date

Individual or
Joint Shareholder 1

Director/Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Sole Director & Sole Company Secretary

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights.
2. A proxy duly appointed need not be a member. In the case of joint holders all must sign.
3. This form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any form of proxy lodged after that time will be treated as invalid.
4. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
 - (a) completes and lodges with the Company a valid form of appointment of proxy; or
 - (b) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Act or causes such personal representative to attend the meeting with such form of appointment or certificate; or
 - (c) has appointed an attorney;and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
5. Proxy and corporate representative appointment forms may be lodged with the Company by delivery (by hand, mail, courier or facsimile) to MEO Australia Limited's share registry at:

| | | |
|--|----|---|
| Level 12 680 George Street Sydney NSW 2000 | OR | Level 1 333 Collins Street Melbourne Vic 3000 |
|--|----|---|
6. Corporate members should 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:
 - 2 directors of the company; or
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. **In particular a person who executes a document, with or without affixing a common seal and who is the sole director and sole company secretary of the company must indicate that next to his or her signature.**
7. The appointment of a proxy or attorney is not revoked by the appointor attending and taking part in the meeting but if the appointor votes on a resolution, the person acting as proxy or attorney for the appointor is not entitled to vote as the appointor's proxy or attorney on the resolution.
8. Where a proxy form or form of appointment of or certificate of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.