



8 April, 2011

REQUISITION OF GENERAL MEETING Orion Petroleum Limited

Attached is a letter dated 30 March 2011 from Eastern Star Gas, together with a Requisition of General Meeting dated 8 April 2011, both of which were received by the Company late on 8 April 2011.

The Directors of Orion Petroleum are considering the letter and requisition and will advise shareholders in due course.

Allan B Freeman
Company Secretary
Orion Petroleum Limited

For further information please contact:

Orion Petroleum Limited:

Mr Allan B Freeman

Company Secretary and Chief Financial Officer

Telephone: +61 9254 9000

Email: allan.freeman@orionpetroleum.com.au



30 March 2011

Mr Robert Willcocks
Chairman
Orion Petroleum Ltd
Suite 303, Level 3
10 Bridge Street
SYDNEY NSW 2000

Dear Robert

Position as Orion Petroleum Ltd (Orion) Director and Chairman

We refer to the recent Orion ASX announcement on 29 March 2011 of the Energetica Resources Pty Ltd Proposal (**Energetica Proposal**).

ESG has considered the Energetica Proposal and does not believe it is in the best interests of Orion's shareholders. ESG has made its own assessment of the proposal from publically available information and can see no good reason for the proposal to go ahead. It is extremely risky, will dilute Orion's ability to fund development of its current assets and it would seem to dilute the interests of current shareholders. I further note that this proposal closely follows the resignation of Orion's Chief Executive Mr Langusch and is being promoted by you despite your lack of technical expertise. ESG has lost confidence in the Orion Board and has determined to propose a new Board to protect shareholders' investment in the company

Accordingly I enclose a Requisition Notice from ESG pursuant to section 249D of the Corporations Act 2001 (Cth) and a Notice of Intention to move resolutions to remove yourself and Mr Dennis Morton as directors of Orion pursuant to section 203D of the Corporations Act 2001 (Cth).

ESG will propose the re-appointment of Mr Langusch and the appointment of Messrs Bursill and Sundich.

ESG is of the view that it is most likely shareholders will vote to change the Board as proposed by ESG. It is ESG's view that you would be well advised to call a shareholders meeting as soon as possible and in the meantime the Board of Orion should operate in caretaker capacity. ESG suggests that in that capacity you do not take any further steps in relation to the Energetica Proposal or make any other material decisions that will affect Orion's assets pending the Extraordinary General Meeting. ESG would appreciate your early response as to when the meeting will occur and your acknowledgment that you will act in a caretaker capacity.

Yours sincerely

A handwritten signature in black ink, appearing to read "David Casey", written over a set of horizontal lines.

David Casey

Managing Director, for and on behalf of Eastern Star Gas

ORION PETROLEUM LIMITED
ACN 125 394 667
(Company)

**REQUISITION OF GENERAL MEETING BY 5% OF MEMBERS UNDER SECTION 249D OF THE
CORPORATIONS ACT 2001**

AND

**NOTICE OF INTENTION TO MOVE RESOLUTIONS TO REMOVE DIRECTORS UNDER SECTION
203D OF THE CORPORATIONS ACT 2001**

The undersigned member of the Company in accordance with section 249D of the Corporations Act 2001 (**Corporations Act**), requests that the Directors of the Company call and arrange to hold a general meeting of the Company.

The undersigned member of the Company has at least 5% of the votes that may be cast at a general meeting of the Company.

In accordance with section 249D(2) of the Corporations Act, the undersigned member states that the following resolutions are to be proposed at the meeting as ordinary resolutions:-

First Ordinary Resolution

That Mr Robert Willcocks be removed as a director of the Company immediately.

Second Ordinary Resolution

That Mr Russell Langusch be appointed as a director of the Company immediately.

Third Ordinary Resolution

That Mr Dennis Morton be removed as a director of the Company immediately.

Fourth Ordinary Resolution

That Mr Andrew Bursill be appointed as a director of the Company immediately.


Fifth Ordinary Resolution

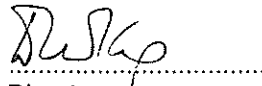
That Mr Alexander Sundich be appointed as a director of the Company immediately.

In relation to the First and Third Ordinary Resolutions this notice serves as the notice of intention to move a resolution to remove a director required by section 203D(2) of the *Corporations Act 2001* (Commonwealth).

Dated: 8 April 2011

Executed by **Dave Casey** (Managing Director) and **David King** (Non-Executive Director) for and on behalf of **Eastern Star Gas (ACN 094 269 780)** in accordance with s127(2) of the *Corporations Act 2001* (Cth)


.....
Director


.....
Director

DAVID CASEY
Name (please print)

David King
Name (please print)