



Caspian Oil & Gas Limited
ACN 065 212 679
(To be re-named Equus Mining Limited)

NOTICE OF ANNUAL GENERAL MEETING

– and –

PROXY FORM

DATE AND TIME OF MEETING:
26 November 2012 at 11.00am

VENUE:

Level 3, 66 Hunter Street
Sydney, NSW 2000, Australia

Please refer Explanatory Memorandum for Glossary and
Notes on Recent Changes in Proxy Voting

These documents should be read in their entirety. If shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of the members of Caspian Oil & Gas Limited ABN 44 065 212 679 (“Caspian” or “the Company”) (to be re-named “Equus Mining Limited”) will be held on Monday, 26 November 2012 at 11.00am at Level 3, 66 Hunter Street, Sydney, NSW 2000, Australia.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Report for the Year Ended 30 June 2012

To receive and consider the financial report of the Company for the year ended 30 June 2012, together with the reports by the directors and auditors thereon.

2. Resolution 1 – Adoption of Remuneration Report

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

“To adopt the Remuneration Report as set out in the Directors' Report section of the Annual Report for the financial year ended 30 June 2012.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusions

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;*
- (b) a Closely Related Party of such a member.*

However, a person (the Voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or*
- (b) the Voter is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and*
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.**

3. Resolution 2 – Re- election of Director – Mr. Michael John Sandy

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

“That Mr Michael John Sandy, who retires in accordance with Clause 3.6 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

4. Resolution 3 – Ratification of Prior Issue of Shares

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, this meeting ratifies the issue of 4,570,914 ordinary fully paid shares at a price of \$0.055 each on 13 September 2012 on the terms and conditions set out in the Explanatory Memorandum".

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the share issue and any of their associates. However, the Company need not disregard a vote if:

- (a) 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*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

5. Resolution 4 – Change of Company Name

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

"That, pursuant to Section 157 of the Corporations Act 2001 and for all other purposes, approval be and is hereby given for the Company to change its name from 'Caspian Oil & Gas Limited' to 'Equus Mining Limited'."

6. Resolution 5 – Change of Auditor

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, KPMG, having been nominated to act as the Company's auditor and having consented to act, be and are hereby appointed as the Company's auditor, effective immediately."

GENERAL BUSINESS

7. To transact any other business which may lawfully be brought forward.

PROXIES

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is 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. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

By mail to: LEVEL 2, 66 HUNTER STREET
SYDNEY, NSW, 2000 AUSTRALIA

By facsimile to: (61 2) 9221 6333

By email to: proxy@caspianogl.com

Each member entitled to vote at the Meeting has the right to appoint a proxy to attend and vote at the Meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above **at least 48 hours before the time notified for the Meeting. Members who do not plan to attend the Meeting are encouraged to complete and return a proxy form.**

The Meeting Chairman intends to vote all undirected proxies in favour of the (relevant) resolution(s).

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 7.00pm (AEDT) on 23 November 2012 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD

Marcelo Mora
Company Secretary
Sydney, New South Wales
15 October 2012

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Caspian Oil & Gas Limited (“**Caspian**” or the “**Company**”) in connection with the business to be conducted at the Annual General Meeting (“**Meeting**” to be held on Monday, 26 November 2012 at 11.00am at Level 3, 66 Hunter Street, Sydney, NSW 2000, Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. 2012 ANNUAL REPORT

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2012 Annual Report will be tabled at the Meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

Representatives from the Company’s auditors, HLB Mann Judd, will be present to take shareholders’ questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company’s website at www.caspianogl.com for you to download or read online. Alternatively you can obtain a hard copy by contacting the Company.

3. RESOLUTION 1 – Adoption of Remuneration Report

The Annual Report for the financial year ended 30 June 2012 contains a Remuneration Report, which forms part of the Directors’ Report and sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for executive directors, senior management and non-executive directors.

The Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company’s remuneration policy.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting, and then again at the Company’s 2013 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (Spill Meeting) within 90 days of the Company’s 2013 annual general meeting. All of the Directors who were in office when the Company’s 2013 Directors’ Report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where shareholders have appointed the Chairman of the Meeting as their proxy, the Chairman will vote in favour of Resolution 1 “Adoption of Remuneration Report” unless the shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

4. RESOLUTION 2 – Re-election of Director

In accordance with the requirements of the Company’s Constitution and the Corporations Act, one-third of the directors of the Company (other than the Managing Director) and those who were last re-elected more than three years ago retire from office at this Meeting of the Company and, being eligible, offer themselves for re-election. Details of Mr Sandy’s qualifications and experience are available in the Annual Report.

5. RESOLUTION 3 - Ratification of Prior Issue of Shares

General

On 13 September 2012, the Company completed an issue of 4,570,914 ordinary shares to raise \$251,400. The Shares were issued under the 15% placement capacity under the Listing Rules.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

Specific information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information is provided as follows:

- (i) 4,570,914 shares were allotted on 13 September 2012.
- (ii) The issue price of the shares was \$0.055 each.
- (iii) The Shares issued are fully paid ordinary shares in the Company.
- (iv) The shares were issued to Tetramin Pty Ltd, an entity related to Mr. Robert Perring, a technical consultant to the Company.
- (v) \$251,400 was raised from the share issue to fund exploration works at the Naltagua copper project.

A voting exclusion statement is included in the Notice.

6. RESOLUTION 4 – Change of Company Name

Resolution 4 is a special resolution seeking shareholder approval to change the Company's name from 'Caspian Oil & Gas Limited' to 'Equus Mining Limited' pursuant to Section 157 of the Corporations Act. The Directors consider that the change in name will better reflect and represent the focus of the Company's activities going forward.

As announced on 26 September 2012, the Company has completed the sale of its interests in the two subsidiary companies which held its Kyrgyz oil licences, namely CJSC Textonic and South Derrick LLC. These subsidiaries held oil production licences (with small and declining flow rates), the West Mailisu prospect and a number of exploration licences scheduled to expire at the end of 2012.

The Company's current focus is on minerals exploration at its existing West African mineral interests and the recently acquired Naltagua copper project in Chile.

Resolution 4 is a Special Resolution and will require the approval of 75% of Shareholders entitled to vote on the Resolution at the Meeting. Subject to Shareholder approval, the change of name will take effect on the day that ASIC approves the change of name. Further, the change of name does not affect the legal status of the Company.

The Directors consider it appropriate to move away from the historical connection with the energy sector so as to remove any confusion in respect to the Company's direction. While not discounting the possible investment by the Company into the energy sector at some time in the future, a removal of reference to 'Oil & Gas' in the Company's name is considered appropriate at this point in time. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 4.

ASX Trading Code – Subject to the Company name change being approved, the Company's ASX trading code will change to "EQE".

7. RESOLUTION 5 – Change of Auditor

HLB Mann Judd, the existing auditor of the Company, is a West Australian based firm. As a consequence of the Company moving its corporate, administration and principal place of business from Perth to Sydney, HLB Mann Judd has resigned as the Company's auditors and KPMG (a national practice with offices in all Capital cities) has consented to taking on the role of Company auditors (subject to ASIC consent).

KPMG needs to be approved for appointment as the replacement auditor at the AGM. A copy of the Notice of Nomination of KPMG is attached.

There were no modified opinions in the audit reports of HLB Mann Judd in connection with the financial statements of the Company in the period of the Company's two most recently completed financial years and ending on the date of resignation.

The members at the Meeting will be asked to vote on the appointment of KPMG as the Company's auditor effective at the AGM.

GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Caspian Oil & Gas Limited (ACN 065 212 679).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

ESDT means Eastern Standard Daylight Savings Time as observed in Sydney, New South Wales.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons 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.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a holder of a Share.

Rosignol Pty. Limited

A.C.N. 078 287 457

26 September 2012

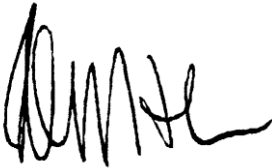
The Company Secretary
Caspian Oil & Gas Limited
Level 1, Suite 5, The Business Centre
55 Salvado Road (cnr Harborne Street)
SUBIACO WA 6008

Dear Sir,

Nomination of Proposed Auditor

I, Peter Nightingale, being Director of Rosignol Pty Ltd (Member) of Caspial Oil & Gas Limited, hereby nominate KPMG of Level 16, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 as auditor of Caspian Oil & Gas Limited.

Yours sincerely



Peter J. Nightingale
Director

pjn6879

Shareholder

Name and address of shareholder of Caspian Oil & Gas Ltd.

Name

Address

Appoint a Proxy to vote on your behalf

I/We being a member/s of Caspian Oil & Gas Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding your own name) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of Caspian Oil & Gas Limited to be held on 26 November 2012 and at any adjournment 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 (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 by marking the appropriate box below.

Voting directions to your proxy – please mark to indicate your directions (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
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of director, M Sandy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Change of Auditor	<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

PLEASE SIGN HERE - This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Dated: ___/___/2012

How to complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses (subject to voting exclusion statements and qualifications contained in the Notice). If you mark more than one box on an item your vote on that item will be invalid.

3 Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities 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.

4 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, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document 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 a corporate Securityholder or proxy 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.

Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the time specified for the annual general meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON OR BY MAIL: Level 2, 66 Hunter Street, Sydney, NSW 2000, Australia

BY FAX (61 2) 9221 6333

BY EMAIL proxy@caspianogl.com