

METGASCO

NOTICE OF ANNUAL GENERAL MEETING

to be held at 11.00 am on
Tuesday 13 November 2012 at
Christie Corporate
Level 4, 100 Walker Street
North Sydney NSW 2060

Shareholders who have elected not to receive a printed copy of the Company's 2012 Annual Report may obtain a copy from the Company's website www.metgasco.com.au under "Investors and Media".

**Registered Office:
Metgasco Ltd
ACN 088 196 383
Level 9, 77 Pacific Highway
North Sydney NSW 2060**

Notice is hereby given that the Annual General Meeting (“the Meeting”) of Metgasco Limited (“the Company”) will be held at 11.00 am on Tuesday 13 November 2012 at Christie Corporate, Level 4, 100 Walker Street, North Sydney NSW 2060.

ORDINARY BUSINESS**Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2012.

Neither the Corporations Act 2001 nor the Company’s Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

Resolution 1 Adoption of Remuneration Report

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

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 30 June 2012 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

Resolution 2 Re-election of Mr Leonard Gill as a Director

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

“That Mr Leonard Gill, being a Director of the Company, retires by rotation in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

SPECIAL BUSINESS**Resolution 3 Appointment of Auditor**

Grant Thornton have consented to act as auditors and they have been nominated by a shareholder.

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

“That Grant Thornton Audit Pty Ltd are appointed auditors of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting.”

Resolution 4 Approval of Issue of Shares to Mr Peter Henderson in accordance with Listing Rule 10.11

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

“That approval be given pursuant to ASX Listing Rule 10.11 for the issue of

- 368,727 ordinary fully paid shares as part of the Short Term Incentive scheme; and
- 983,273 ordinary fully paid shares as part of the Long Term Incentive scheme.

to Mr Peter Henderson or his nominee, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting.”

Resolution 5 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 51,000,000 fully paid ordinary shares in the

capital of the Company, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting.”

Special Resolution 6 Approval of 10% Placement Facility

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

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the explanatory notes to resolution 6 in the notice of meeting.”

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'N J V Geddes', with a horizontal line underneath.

N J V Geddes
Company Secretary

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1 – Adoption of Remuneration Report

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; or
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

Resolution 4 - Approval to issue shares to Mr Peter Henderson in accordance with Listing Rule 10.11

By:

- a) Mr Peter Henderson; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 5 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

By:

- a) Clients of E.L.&C. Baillieu Stockbroking Limited that participated in the placement of 51,000,000 fully paid ordinary shares; and
- b) Any of their associates (within the meaning of the Corporations Act 2001)

Resolution 6 – Approval of 10% Placement Facility

By:

- a) A person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed; and
- b) Any associates of such a person (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of Metgasco Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Tuesday 13 November 2012.

With the exception of Resolution 1 and Resolution 6, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution and Resolution 6 is a Special Resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried. A special resolution requires 75% of votes cast by shareholders entitled to vote on the resolution to vote in favour of the resolution in order for it to be carried.

If appropriate, and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the meeting and will invite questions and comments from shareholders on these key issues and any other matters relevant to the business that shareholders would like to raise at the meeting.

In addition, a reasonable opportunity will be given to members present at the meeting to ask the Company's auditor, Grant Thornton, 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. If you would like to submit a written question to Grant Thornton before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at ngeddes@austcosec.com.au before 6 November 2012.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2012.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 8 to 13. The annual report is available online at www.metgasco.com.au under "Investors and Media".

The resolution is advisory only and does not bind the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director/CEO) must stand for re-election. The Company encourages all shareholders to vote on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2 – Re-election of Mr Leonard Gill as a Director

Pursuant to the Constitution and the ASX Listing Rules, Mr Gill will retire by rotation and seeks re-election.

Mr Gill has over 30 years experience in the Australian energy industry with a focus on power generation, energy trading and risk management and energy retailing to large customers. He was previously Chief Executive Officer of TXU Australia (now TRUenergy) and led their wholesale energy division for five years, with responsibilities including power generation, gas storage and gas and electricity contracting and trading.

The Board supports the re-election of Mr Gill.

Resolution 3 – Appointment of Auditor

The Company's auditors, BDO Audit (NSW-VIC) Pty Ltd, have resigned. Pursuant to section 327C of the Corporations Act 2001, the Company must appoint an auditor to fill the vacancy. Grant Thornton Audit Pty Ltd have consented to act as auditors of the Company should they be appointed at this meeting. A copy of a nomination letter from a shareholder is attached.

Resolution 4 - Approval to issue shares to Mr Peter Henderson in accordance with Listing Rule 10.11

The Board is recommending that Members approve the grant of a total of 1,352,000 fully paid ordinary shares in the capital of the Company to Peter Henderson or his nominee as follows:

- 368,727 shares as part of the Short Term Incentive scheme; and
- 983,273 shares as part of the Long Term Incentive scheme.

The proposed grant of 1,352,000 fully paid ordinary shares is in lieu of cash payments. The Short Term Incentive shares were granted by the Board on the recommendation of the Remuneration Committee as a bonus based on recent performance and can be traded immediately on issue. The Long Term Incentive shares are subject to a three year trading lock (or "restricted period") until 23 August 2015 as they were issued as a retention incentive to Mr Henderson.

The issue of shares to Mr Henderson is subject to Shareholder approval and will be priced at a valuation of \$0.22 per share on that date in line with the previous 30 days VWAP closing on 23 August 2012. The terms on which the Long Term Incentive shares will be issued contain the follow restrictions:

1. They will be forfeited if Mr Henderson leaves the Company between the date of issue and the end of the restricted period ; and
2. The share price of Metgasco must reach a VWAP of \$0.35 per share or more during any period of 30 days commencing immediately after the date of issue and the end of the restricted period.

In the event that the Company is subject to a change of control the event of change of control will be deemed to be the end of the restricted period.

If approved, Mr Henderson will not be required to pay cash consideration for the Shares but the Shares will comprise a component of Mr Henderson's remuneration. Remunerating directors in this manner reduces the cash cost to the Company and aligns the reward to senior management with those to shareholders.

As Mr Henderson is a Director of the Company, ASX Listing Rule 10.11 requires shareholder approval for the proposed issue of shares. If shareholder approval is given under ASX Listing Rule 10.11, the shares will be issued within one month of the meeting at nil consideration. The shares will rank equally with existing shares on issue in the Company save for the trading lock described above. No funds will be raised for the issue of these shares.

If Shareholders approve the issue of Shares under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 so that the Shares would not be taken into account in determining whether a future share issue will result in the 15% cap imposed by ASX Listing Rule 7.1 being exceeded.

Resolution 5 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1.

By way of a placement, in September 2012, the Company issued 51,000,000 fully paid ordinary shares at \$0.20 each to existing shareholders, new and sophisticated investors. The issued securities ranked equally with the shares already on issue.

These funds were employed for exploration operations and working capital purposes.

The issues of the shares described above did not breach any Listing Rules and shareholder ratification of the share issues is now sought.

Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

Special Resolution 6 - Approval of 10% Placement Facility

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is now seeking shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The funds would be used for exploration and development activities.

At the date of the Notice, the Company has on issue 391,724,302 Shares and therefore has a capacity to issue:

- (i) 58,758,645 Equity Securities under Listing Rule 7.1 (assuming that Resolution 5 is passed); and
- (ii) Subject to Shareholder approval being granted under Special Resolution 6, 39,172,430 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier of:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 12.2 (disposal of main undertaking);

or such longer period if allowed by ASX (**10% Placement Period**).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a chance that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A2		Dilution		
		\$0.105 50% decrease in Issue Price	\$0.21 Issue Price	\$0.42 100% increase in Issue Price
Current Variable A 391,724,302 Shares	10% Voting Dilution	39,172,430 Shares	39,172,430 Shares	39,172,430 Shares
	Funds raised	\$4,113,105	\$8,226,210	\$16,452,421
50% increase in current Variable A 587,586,453 Shares	10% Voting Dilution	58,758,645 Shares	58,758,645 Shares	58,758,645 Shares
	Funds raised	\$6,169,658	\$12,339,315	\$24,678,631
100% increase in current Variable A 783,448,604 shares	10% Voting Dilution	78,344,860 Shares	78,344,860 Shares	78,344,860 Shares
	Funds raised	\$8,226,210	\$16,452,421	\$32,904,841

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issue share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement facility, based on that Shareholder's holding at the date of the Meeting.

- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listing Options, it is assumed that those Listed Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.21, being the closing price of the Shares on ASX on 24 September 2012.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.12 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of businesses or technology. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards exploration operations and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (iii) the methods of raising funds that are available in the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (iv) the effect of the issue of the Equity Securities on the control of the Company;
- (v) the financial situation and solvency of the Company; and
- (vi) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses or technology, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (e) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Computershare Investor Services Pty Limited

Street address: Level 4, 60 Carrington Street, Sydney NSW 2000

Mailing address: GPO Box 242, Melbourne VIC 3001

Fax: (within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

Web: www.investorvote.com.au and follow the instructions provided.

Provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

For custodians – who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Metgasco Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEDT on Sunday, 11 November 2012 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

The Secretary
Metgasco Limited
Level 9
77 Pacific Highway
North Sydney NSW 2060

18 September 2012

Dear Sir

Nomination of Auditor

I am a shareholder of the company and I hereby nominate Grant Thornton to be appointed auditor at the forthcoming AGM of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Henderson', with a long horizontal flourish extending to the right.

Peter Henderson

Lodge your vote:



Online:
www.investorvote.com.au



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 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 185862

SRN/HIN: 19999999999



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

For your vote to be effective it must be received by 11.00 am AEDT on Sunday 11 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 for Postal Forms

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.

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 Metgasco 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 Metgasco Limited to be held at Christie Corporate, Level 4, 100 Walker Street, North Sydney NSW 2060 on Tuesday 13 November 2012 at 11.00 am AEDT, 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 Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 and 4 are 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 Items 1 and 4 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 Re-election of Mr Leonard Gill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issue of Shares to Mr Peter Henderson in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION

6 Approval of 10% Placement Facility	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____