



Grant Thornton

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Grant Thornton Australia Limited

ABN 41 127 556 389 ACN 127 556 389

To	Market Announcements	From	A S R Hewitt
Company	Australian Securities Exchange	On behalf of	
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Pages including this page	33	Fax	+61 3 8320 2200

Subject **AED OIL LIMITED**
 ACN 110 393 292
 (SUBJECT TO A DEED OF COMPANY ARRANGEMENT)

PRIVATE AND CONFIDENTIAL

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25 October 2013

Dear Sir/Madam

Please find enclosed Notices for the Annual General Meetings for 2011, 2012 and 2013.

If you have any queries please don't hesitate to contact Ms Jane Penwarden on (03) 8663 6406.

Yours faithfully,

Andrew Hewitt
Joint and Several Deed Administrator

Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389

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Our Ref: Fax Cover 25102013.Docx



Grant Thornton

An instinct for growth™

To the Shareholders as addressed

21 October 2013

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Dear Shareholder

**AED OIL LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 110 393 292 ("the Company")**

Accompanying this letter are notices of the Company's Annual General Meetings for the 2011, 2012 and 2013 planned to be held on 26th November 2013. The annual financial reports for the Company for 2011, 2012 have already been lodged with the ASX/ASIC and are available online, the 2013 annual financial report will be lodged on 31st October 2013 and will be available to shareholders at that time.

If you have any queries please don't hesitate to contact Ms Jane Penwarden on (03) 8663 6406

Yours Faithfully

Andrew Hewitt
Joint and Several Deed Administrator

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Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389

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Our Ref: Document4

This is an important document and requires your attention

If you are in doubt how to deal with it, please consult your financial or other professional adviser.

Notice of 2013 Annual General Meeting and Explanatory Statement

AED Oil Limited ACN 110 393 292

Date: 26 November 2013
Time: 12.00noon, Melbourne time
Location: Institute of Chartered Accountants Australia
Level 3, 600 Bourke Street
Melbourne, Victoria, 3000

AED Oil Limited: Notice of Annual General Meeting

The 2013 Annual General Meeting of the Members of AED Oil Limited ("AED" or "the Company") will be held on Tuesday 26 November 2013 at 12.00noon, Melbourne time. There are three general meetings scheduled for AED Oil Limited on this day. For the avoidance of doubt the first meeting, the 2013 annual general meeting is scheduled to open at 12.00noon, Melbourne time. The 2011 meeting will commence approximately 12.15pm or immediately following the closure of the 2013 meeting. The 2012 meeting will commence at approximately 12.30pm or immediately following the closure of the 2011 meeting. All meetings will be held at Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne, Victoria.

1 General Business

1.1 Financial Statements and Reports

To table the annual financial report, Directors' report and auditor's report of the Company for the financial year ended 30 June 2013 and to provide Members with the opportunity to raise issues or ask questions of the Directors or auditor concerning those reports or the business and operations of the Company.

2 Ordinary Resolutions

2.1 Resolution 1: Adoption of Remuneration Report

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

That the Remuneration Report required by section 300A of the Corporations Act for the financial year ended 30 June 2013 be adopted.

Note that the vote on this Resolution is advisory only and does not bind the Company or its Directors.

2.2 Resolution 2: Election of Mr David Van Oppen

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

That Mr David Van Oppen, who has been proposed and nominated as a candidate by a member of AED in accordance with Clause 58 of the Constitution, be elected as a director of AED.

Information regarding Mr Van Oppen can be found in the accompanying Explanatory Statement.

2.3 Resolution 3: Election of Mr Philip Anthon

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

That Mr Philip Anthon, who has been proposed and nominated as a candidate by a member of AED in accordance with Clause 58 of the Constitution, be elected as a director of AED.

Information regarding Mr Anthon can be found in the accompanying Explanatory Statement.

2.4 Resolution 4: Election of Mr Mark Licciardo

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

That Mr Mark Licciardo, who has been proposed and nominated as a candidate by a member of AED in accordance with Clause 58 of the Constitution, be elected as a director of AED.

Information regarding Mr Licciardo can be found in the accompanying Explanatory Statement.

2.5 Resolution 5: Re-election of Mr Timothy Baldwin

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

That Mr Timothy Baldwin, a Director retiring by rotation in accordance with clause 57 of the Constitution, being eligible and having signified his candidature for office, is re-elected as a director of AED.

Information regarding Mr Baldwin can be found in the accompanying Explanatory Statement.

3 Other Business

In accordance with the Corporations Act, a reasonable opportunity will be given to Members, as a whole, to ask questions or make comments on the management of the Company at the meeting.

Voting Exclusion Statements

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors and the Chairman, where applicable) ("KMP"), details of whose remuneration are included in the Remuneration Report, and their closely related parties.

However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on this resolution; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

In addition, a vote may be cast on Resolution 1 by the Chairman of the meeting if:

- the vote is cast as a proxy;
- the appointment is in writing and the shareholder expressly authorizes the Chairman to exercise the proxy at their discretion; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Determination of Voting Entitlements and voting rights

AED has determined in accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations that a Member's entitlement to vote at the Annual General Meeting will be as set out in the register of Members of the Company at 7.00 pm (Melbourne time) on 24 November 2013. Such persons are entitled to attend and vote (if not excluded) at the meeting. Transactions registered after that time will be disregarded in determining a Member's entitlement to attend and vote at the Annual General Meeting.

Votes on the Resolutions will be decided on a show of hands unless a poll is demanded. On a show of hands, every Member present in person or by proxy, by representative or attorney, will have one vote. Upon a poll, every Member who is present in person or by proxy, by representative or attorney, will have one vote for each fully paid share held by that Member.

If shares are jointly held, only one of the joint holders is entitled to vote. If more than one Member votes in respect of jointly held shares, only the vote of the Member whose name appears first in the register will be counted.

Proxies

1. A Member who is entitled to vote at the Annual General Meeting may appoint:
 - (a) one proxy if the Member is only entitled to one vote; or
 - (b) one or two proxies if the Member is entitled to more than one vote.
2. Where the Member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be disregarded.
3. A proxy need not be a Member.
4. A Member may appoint a body corporate or an individual as its proxy. A body corporate that is appointed as a proxy may appoint an individual as its representative to exercise any of its powers as the Member's proxy.
5. A proxy form accompanies this Notice of Annual General Meeting and provides further details on appointing proxies and lodging proxy forms. If a Member appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified below. If you require an additional proxy form, the Company will supply it on request.
6. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by 12.00pm Melbourne time on 24 November 2013, at:
 - (a) the Company's share registry office (in person), Link Market Services Limited, 1A Homebush Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000, Australia; or
 - (b) the Company's share registry office (by mail), Link Market Services Limited, Locked Bag A14, Sydney, NSW 1235, Australia; or
 - (c) facsimile +61 2 9287 0309; or

- (d) Lodging your proxy online at www.linkmarketservices.com.au in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website).
7. Proxies given by corporate Members must be executed in accordance with their constitutions, or be signed by a duly authorised attorney or as authorised by the Corporations Act.
 8. Members should carefully read the instructions on the proxy form and consider how they wish to direct the proxy to vote on their behalf. Members may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or they may leave the decision to the appointed proxy.
 9. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.
 10. If a Member appoints the chairperson of the meeting as the Member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Member, in favour of the item on a poll.
 11. In the case of joint holders, the names of all joint holders should be shown and all joint holders should sign the proxy form.

Corporate Representative

Any corporate Member who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative. An Appointment of Corporate Representative form is available from the Company.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Dated: 18 October 2013

By order of the Board



Trevor Slater

Company Secretary

AED Oil Limited: Explanatory Statement

Introduction

1 Purpose of Explanatory Statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting) is to provide Members with an explanation of the business of the Annual General Meeting and of the Resolutions to be proposed and considered at the Annual General Meeting, and to assist Members to determine how they wish to vote on each Resolution. The 2013 Annual General Meeting is to be held on Tuesday 26 November 2013 at 12.00noon. For the avoidance of doubt the first meeting, the 2013 annual general meeting is scheduled to open at 12.00noon, Melbourne time. The 2011 meeting will commence approximately 12.15pm or immediately following the closure of the 2013 meeting. The 2012 meeting will commence at approximately 12.30pm or immediately following the closure of the 2011 meeting. All meetings will be held at Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne, Victoria.

This Explanatory Statement contains all information known to the Company which is material to a decision on how to vote on the Resolutions. Amongst other things, this Explanatory Statement provides Members with the information required to be provided under the Corporations Act and the Listing Rules.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

2 General business

2.1 Financial Statements and Reports

Under section 317 of the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the annual financial report and directors' and auditor's reports of the company for the previous financial year for discussion by the company's members at that annual general meeting.

A copy of the annual financial report, directors' report and auditor's report for the Company for the year ended 30 June 2013 will be tabled at the Annual General Meeting. Members should note that the sole purpose of tabling the reports is to provide Members with the opportunity to ask questions or discuss matters arising from the reports at the Annual General Meeting. It is not the purpose of the Annual General Meeting that the reports be approved, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements and the associated reports will be put to Members at the Annual General Meeting.

Members are entitled under section 250PA of the Corporations Act to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit of the annual financial report.

All written questions must be received by the Company no later than five business days before 24 November 2013.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Members 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.

3 Ordinary Resolutions

3.1 Resolution 1: Adoption of Remuneration Report

The Directors' report for the year ended 30 June 2013 contains a Remuneration Report.

The Corporations Act (section 250R(2)) requires that a resolution be put to a vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote on the Remuneration Report is advisory only and does not bind the Company or its Directors. Directors consider that the salary and other benefits which the Directors and employees of the Company may receive are on commercial terms commensurate with the remuneration packages available to directors and employees, respectively, of public companies of a similar size and industry grouping to the Company.

Members attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

3.2 Resolutions 2, 3 and 4: Election of Mr David Van Oppen, Mr Philip Anthon and Mr Mark Licciardo

In accordance with clause 56 of the Constitution, the Board appointed Mr Van Oppen, Mr Anthon and Mr Licciardo, effective 28 November 2012. Under clause 56.2 of the Constitution, any Directors appointed by the Board are to stand for re-election at the next Annual General Meeting.

Clause 58 of the Constitution provides that a person is not eligible for election as a Director at a general meeting unless the person is proposed as a candidate by a Member and the proposing Member leaves a notice at the Company's registered office which nominates the candidate for the office of Director. This notice must include the signed consent of the candidate and must be left at the Company's registered office not less than 35 business days before the relevant general meeting.

Mr Van Oppen, Mr Anthon and Mr Licciardo have been proposed as candidates by a Member and as the requirements of clause 58 of the Constitution have been complied with, they seek election as Directors at the Annual General Meeting.

Set out below are brief details in relation to Mr Van Oppen, Mr Anthon and Mr Licciardo.

Mr David Van Oppen

BA, MA
Non Executive Director
Appointed 28 November 2012

David has been with GEMS since it was founded in 1998. He is responsible for general management, deal sourcing, investment execution and fund raising. He serves on the Investment Committee and sits on investee company boards. David has 20 years of experience in direct investment throughout Asia.

Prior to joining GEMS, David was on the principal investment side of Lazard, where he managed the Hong Kong office and participated in private equity investments throughout Asia. He also worked at Smith Barney (now Citibank) on direct investments, initial public offerings and mergers and acquisitions. In addition, David has a background in shipping and logistics, having worked as Operations Manager for an international cargo transportation firm.

He holds a Bachelor of Arts degree in International Relations from Pomona College and a Master of Arts degree in International Economics from the Johns Hopkins University, where he was an Olmsted Fellow.

Mr Philip Anthon

LLB GAICD
Non Executive Director
Appointed 28 November 2012

Philip spent his formative years practising as a partner in medium sized legal firms in Brisbane focussing on commercial law transactions. During this period he developed an interest in financial services law and fiduciary responsibilities that eventually led him to the financial service sector.

During nearly 13 years working in the heavily regulated financial services sector Philip was the State Manager Perpetual Trustees (Queensland) and General Manager Suncorp Wealth Management. Since 2008 Philip has provided broad consulting services under the banner of his company Governance Worx Pty Ltd.

Philip has a passion for ensuring that the management of business risks is embraced as an opportunity to improve the strategic direction of companies. He works with organisations to ensure that the governance of the company, it's Board and various Committees deliver an outcome that meets the regulatory environment and satisfies the needs of all stakeholders.

Philip currently sits as Chairman and member on a variety of Advisory/Compliance Committees and on Corporate Boards for clients within the Financial Services industry in Brisbane and Sydney and deals with governance issues on a daily basis. He is also a non-executive director on another corporation that operates in the oil and gas sector.

Mr Mark Licciardo

B.Bus (Acc), GradDip CSP, FCSA, FCIS, GAICD
Non Executive Director
Appointed 28 November 2012

Mark is Managing Director of Mertons Corporate Services Pty Ltd (Mertons) which provides company secretarial and corporate governance consulting services to ASX listed and unlisted public and private companies. Prior to establishing Mertons, Mr Licciardo was Company Secretary of the Transurban Group (2004-07) and Australian Foundation Investment Company Limited, Djerriwarrh Investments Limited, AMCIL Limited and Mirrabooka Investments Limited (1997-2004).

Mark has also had an extensive commercial banking career with the Commonwealth Bank and State Bank Victoria. Mr Licciardo is a former Chairman of the Chartered Secretaries Australia (CSA) in Victoria, current Chairman of Melbourne Fringe Limited, a director of several public and private companies, a fellow of CSA and a graduate member of the Australian Institute of Company Directors (AICD).

3.3 Resolutions 5: Re-election of Mr Timothy Baldwin

Listing Rule 14.4 and clause 57 of the Constitution require that at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third of Directors) must retire from office by rotation and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Baldwin has offered to retire by rotation. He is eligible for re-election and seeks re-election as a Director.

Set out below are brief details in relation to Mr Baldwin.

Mr Tim Baldwin

B.Bus, MBA
Non Executive Chairman
Appointed 16 April 2010

Tim Baldwin has extensive experience in the oil and gas industry having been with BP between 1995 and 2008. In this time he worked across the energy value chain in commercial roles focussed on exploration and production, LNG shipping as well as a number of the downstream businesses. His commercial roles included strategic planning, investment appraisal and corporate finance. He has a deep understanding of risk management techniques used within the energy trading markets.

Tim has been based in Hong Kong since 2005, but has also worked in BP's head offices in London and Singapore. He has more than 18 years experience working in Asia. In 2008 Tim joined the Asia Resources Fund and has been responsible for developing and managing oil and gas investment opportunities.



AED OIL LIMITED
ACN 110 393 292

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

By mail:
AED Oil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

SHAREHOLDER PROXY FORM - 2013 ANNUAL GENERAL MEETING

I/We being a member(s) of AED Oil Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

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 shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the 2013 Annual General Meeting of the Company to be held at 12:00pm on Tuesday, 26 November 2013, at the Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Election of Mr Mark Licciardo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr David Van Oppen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Re-election of Mr Timothy Baldwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr Philip Anthon	<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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the *Corporations Act 2001* (Cth).

AED PRX301R



HOW TO COMPLETE THIS PROXY FORM

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.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may 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.

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 and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- 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; and
- return both forms together.

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 shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm on Sunday, 24 November 2013**, 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:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

AED Oil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the 2011 Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

This is an important document and requires your attention

If you are in doubt how to deal with it, please consult your financial or other professional adviser.

Notice of 2011 Annual General Meeting and Explanatory Statement

AED Oil Limited ACN 110 393 292

Date: 26 November 2013

Time: The 2011 Annual General meeting will commence at 12.15pm, Melbourne time or immediately following the closure of the 2013 general meeting.

Location: Institute of Chartered Accountants Australia
Level 3, 600 Bourke Street
Melbourne, Victoria, 3000

AED Oil Limited: Notice of Annual General Meeting

The 2011 Annual General Meeting of the Members of AED Oil Limited (“AED” or “the Company”) will be held on Tuesday 26 November 2013 at 12.15pm, Melbourne time or immediately following the closure of the 2013 general meeting. There are three general meetings scheduled for AED Oil Limited on this day. For the avoidance of doubt the first meeting, the 2013 Annual general meeting is scheduled to open at 12.00noon, Melbourne time. The 2011 meeting will commence approximately 12.15pm or immediately following the closure of the 2013 meeting. The 2012 meeting will commence at approximately 12.30pm or immediately following the closure of the 2011 meeting. All meetings will be held at Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne, Victoria.

1 General Business

1.1 Financial Statements and Reports

To table the annual financial report, Directors' report and auditor's report of the Company for the financial year ended 30 June 2011 and to provide Members with the opportunity to raise issues or ask questions of the Directors or auditor concerning those reports or the business and operations of the Company.

2 Ordinary Resolutions

2.1 Resolution 1: Adoption of Remuneration Report

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

That the Remuneration Report required by section 300A of the Corporations Act for the financial year ended 30 June 2011 be adopted.

Note that the vote on this Resolution is advisory only and does not bind the Company or its Directors.

2.2 Resolution 2: Re-election of Mr Mark Licciardo

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

That Mr Licciardo, a Director retiring by rotation in accordance with clause 57 of the Constitution, being eligible and having signified his candidature for office, is re-elected as a director of AED.

Information regarding Mr Licciardo can be found in the accompanying Explanatory Statement.

3 Other Business

In accordance with the Corporations Act, a reasonable opportunity will be given to Members, as a whole, to ask questions or make comments on the management of the Company at the meeting.

Voting Exclusion Statements

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors and the Chairman, where applicable) ("KMP"), details of whose remuneration are included in the Remuneration Report, and their closely related parties.

However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on this resolution; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

In addition, a vote may be cast on Resolution 1 by the Chairman of the meeting if:

- the vote is cast as a proxy;
- the appointment is in writing and the shareholder expressly authorizes the Chairman to exercise the proxy at their discretion; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Determination of Voting Entitlements and voting rights

AED has determined in accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations that a Member's entitlement to vote at the Annual General Meeting will be as set out in the register of Members of the Company at 7.00 pm (Melbourne time) on 24 November 2013. Such persons are entitled to attend and vote (if not excluded) at the meeting. Transactions registered after that time will be disregarded in determining a Member's entitlement to attend and vote at the Annual General Meeting.

Votes on the Resolutions will be decided on a show of hands unless a poll is demanded. On a show of hands, every Member present in person or by proxy, by representative or attorney, will have one vote. Upon a poll, every Member who is present in person or by proxy, by representative or attorney, will have one vote for each fully paid share held by that Member.

If shares are jointly held, only one of the joint holders is entitled to vote. If more than one Member votes in respect of jointly held shares, only the vote of the Member whose name appears first in the register will be counted.

Proxies

1. A Member who is entitled to vote at the Annual General Meeting may appoint:
 - (a) one proxy if the Member is only entitled to one vote; or
 - (b) one or two proxies if the Member is entitled to more than one vote.
2. Where the Member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be disregarded.
3. A proxy need not be a Member.

4. A Member may appoint a body corporate or an individual as its proxy. A body corporate that is appointed as a proxy may appoint an individual as its representative to exercise any of its powers as the Member's proxy.
5. A proxy form accompanies this Notice of Annual General Meeting and provides further details on appointing proxies and lodging proxy forms. If a Member appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified below. If you require an additional proxy form, the Company will supply it on request.
6. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by 12.00pm Melbourne time on 24 November 2013, at:
 - (a) the Company's share registry office (in person), Link Market Services Limited, 1A Homebush Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000, Australia; or
 - (b) the Company's share registry office (by mail), Link Market Services Limited, Locked Bag A14, Sydney, NSW 1235, Australia; or
 - (c) facsimile +61 2 9287 0309; or
 - (d) lodging your proxy online at www.linkmarketservices.com.au in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website).
7. Proxies given by corporate Members must be executed in accordance with their constitutions, or be signed by a duly authorised attorney or as authorised by the Corporations Act.
8. Members should carefully read the instructions on the proxy form and consider how they wish to direct the proxy to vote on their behalf. Members may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or they may leave the decision to the appointed proxy.
9. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.
10. If a Member appoints the chairperson of the meeting as the Member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Member, in favour of the item on a poll.
11. In the case of joint holders, the names of all joint holders should be shown and all joint holders should sign the proxy form.

Corporate Representative

Any corporate Member who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative. An Appointment of Corporate Representative form is available from the Company.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Dated: 18 October 2013

By order of the Board

A handwritten signature in black ink, appearing to read 'Trevor Slater', written over a horizontal line.

Trevor Slater

Company Secretary

AED Oil Limited: Explanatory Statement

Introduction

1 Purpose of Explanatory Statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting) is to provide Members with an explanation of the business of the Annual General Meeting and of the Resolutions to be proposed and considered at the Annual General Meeting, and to assist Members to determine how they wish to vote on each Resolution. The 2011 Annual General Meeting is to be held on Tuesday 26 November 2013 immediately following the closure of the 2013. There are three general meetings scheduled for AED Oil Limited on this day. For the avoidance of doubt the first meeting, the 2013 annual general meeting is scheduled to open at 12.00noon, Melbourne time. The 2011 meeting will commence approximately 12.15pm or immediately following the closure of the 2013 meeting. The 2012 meeting will commence at approximately 12.30pm or immediately following the closure of the 2011 meeting. All meetings will be held at Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne, Victoria.

This Explanatory Statement contains all information known to the Company which is material to a decision on how to vote on the Resolutions. Amongst other things, this Explanatory Statement provides Members with the information required to be provided under the Corporations Act and the Listing Rules.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

2 General business

2.1 Financial Statements and Reports

Under section 317 of the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the annual financial report and directors' and auditor's reports of the company for the previous financial year for discussion by the company's members at that annual general meeting.

A copy of the annual financial report, directors' report and auditor's report for the Company for the year ended 30 June 2011 will be tabled at the Annual General Meeting. Members should note that the sole purpose of tabling the reports is to provide Members with the opportunity to ask questions or discuss matters arising from the reports at the Annual General Meeting. It is not the purpose of the Annual General Meeting that the reports be approved, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements and the associated reports will be put to Members at the Annual General Meeting.

Members are entitled under section 250PA of the Corporations Act to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit of the annual financial report.

All written questions must be received by the Company no later than five business days before 24 November 2013.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Members 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.

3 Ordinary Resolutions

3.1 Resolution 1: Adoption of Remuneration Report

The Directors' report for the year ended 30 June 2011 contains a Remuneration Report.

The Corporations Act (section 250R(2)) requires that a resolution be put to a vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote on the Remuneration Report is advisory only and does not bind the Company or its Directors. Directors consider that the salary and other benefits which the Directors and employees of the Company may receive are on commercial terms commensurate with the remuneration packages available to directors and employees, respectively, of public companies of a similar size and industry grouping to the Company.

Members attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

3.2 Resolutions 2: Re-election of Mr Mark Licciardo

Listing Rule 14.4 and clause 57 of the Constitution require that at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third of Directors) must retire from office by rotation and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Licciardo has offered to retire by rotation. He is eligible for re-election and seeks re-election as a Director.

Set out below are brief details in relation to Mr Licciardo.

Mr Mark Licciardo

B.Bus (Acc), GradDip CSP, FCSA, FCIS, GAICD
Non Executive Director
Appointed 28 November 2012

Mark is Managing Director of Mertons Corporate Services Pty Ltd (Mertons) which provides company secretarial and corporate governance consulting services to ASX listed and unlisted public and private companies. Prior to establishing Mertons, Mr Licciardo was Company Secretary of the Transurban Group (2004-07) and Australian Foundation Investment Company Limited, Djerriwarrh Investments Limited, AMCIL Limited and Mirrabooka Investments Limited (1997-2004).

Mark has also had an extensive commercial banking career with the Commonwealth Bank and State Bank Victoria. Mr Licciardo is a former Chairman of the Chartered Secretaries Australia (CSA) in Victoria, current Chairman of Melbourne Fringe Limited, a director of several public and private companies, a fellow of CSA and a graduate member of the Australian Institute of Company Directors (AICD).



AED OIL LIMITED
ACN 110 393 292

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

By mail:
AED Oil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

SHAREHOLDER PROXY FORM - 2011 ANNUAL GENERAL MEETING

I/We being a member(s) of AED Oil Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

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 shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the 2011 Annual General Meeting of the Company to be held immediately following the closure of the 2013 Annual General Meeting, which is scheduled to open from 12:00pm Melbourne time on Tuesday, 26 November 2013, at the Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 2

Re-election of Mr Mark Licciardo

<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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the *Corporations Act 2001* (Cth).

AED PRX303R



HOW TO COMPLETE THIS PROXY FORM

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.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may 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.

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 and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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; and
- (b) return both forms together.

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 shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 12:00pm on Sunday, 24 November 2013, 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:



ONLINE >

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

AED Oil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the 2013 Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.

This is an important document and requires your attention

If you are in doubt how to deal with it, please consult your financial or other professional adviser.

Notice of 2012 Annual General Meeting and Explanatory Statement

AED Oil Limited ACN 110 393 292

Date: 26 November 2013

Time: The 2012 Annual General Meeting will commence at 12.30pm or immediately following the closure of the 2011 general meeting, Melbourne time

Location: Institute of Chartered Accountants Australia
Level 3, 600 Bourke Street
Melbourne, Victoria, 3000

AED Oil Limited: Notice of Annual General Meeting

The 2012 Annual General Meeting of the Members of AED Oil Limited ("AED" or "the Company") will be held on Tuesday 26 November 2013 at 12.30 pm, Melbourne time or immediately following the closure of the 2011 general meeting. There are three general meetings scheduled for AED Oil Limited on this day. For the avoidance of doubt the first meeting, the 2013 annual general meeting is scheduled to open at 12.00noon, Melbourne time. The 2011 meeting will commence approximately 12.15pm or immediately following the closure of the 2013 meeting. The 2012 meeting will commence at approximately 12.30pm or immediately following the closure of the 2011 meeting. All meetings will be held at Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne, Victoria.

1 General Business

1.1 Financial Statements and Reports

To table the annual financial report, Directors' report and auditor's report of the Company for the financial year ended 30 June 2012 and to provide Members with the opportunity to raise issues or ask questions of the Directors or auditor concerning those reports or the business and operations of the Company.

2 Ordinary Resolutions

2.1 Resolution 1: Adoption of Remuneration Report

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

That the Remuneration Report required by section 300A of the Corporations Act for the financial year ended 30 June 2012 be adopted.

Note that the vote on this Resolution is advisory only and does not bind the Company or its Directors.

2.2 Resolution 2: Re-election of Mr David Van Oppen

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

That Mr Van Oppen, a Director retiring by rotation in accordance with clause 57 of the Constitution, being eligible and having signified his candidature for office, is re-elected as a director of AED.

Information regarding Mr Van Oppen can be found in the accompanying Explanatory Statement.

3 Other Business

In accordance with the Corporations Act, a reasonable opportunity will be given to Members, as a whole, to ask questions or make comments on the management of the Company at the meeting.

Voting Exclusion Statements

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors and the Chairman, where applicable) ("KMP"), details of whose remuneration are included in the Remuneration Report, and their closely related parties.

However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on this resolution; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

In addition, a vote may be cast on Resolution 1 by the Chairman of the meeting if:

- the vote is cast as a proxy;
- the appointment is in writing and the shareholder expressly authorizes the Chairman to exercise the proxy at their discretion; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Determination of Voting Entitlements and voting rights

AED has determined in accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations that a Member's entitlement to vote at the Annual General Meeting will be as set out in the register of Members of the Company at 7.00 pm (Melbourne time) on 24 November 2013. Such persons are entitled to attend and vote (if not excluded) at the meeting. Transactions registered after that time will be disregarded in determining a Member's entitlement to attend and vote at the Annual General Meeting.

Votes on the Resolutions will be decided on a show of hands unless a poll is demanded. On a show of hands, every Member present in person or by proxy, by representative or attorney, will have one vote. Upon a poll, every Member who is present in person or by proxy, by representative or attorney, will have one vote for each fully paid share held by that Member.

If shares are jointly held, only one of the joint holders is entitled to vote. If more than one Member votes in respect of jointly held shares, only the vote of the Member whose name appears first in the register will be counted.

Proxies

1. A Member who is entitled to vote at the Annual General Meeting may appoint:
 - (a) one proxy if the Member is only entitled to one vote; or
 - (b) one or two proxies if the Member is entitled to more than one vote.
2. Where the Member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be disregarded.
3. A proxy need not be a Member.
4. A Member may appoint a body corporate or an individual as its proxy. A body corporate that is appointed as a proxy may appoint an individual as its representative to exercise any of its powers as the Member's proxy.

5. A proxy form accompanies this Notice of Annual General Meeting and provides further details on appointing proxies and lodging proxy forms. If a Member appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified below. If you require an additional proxy form, the Company will supply it on request.
6. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by 12.00pm Melbourne time on 24 November 2013, at:
 - (a) the Company's share registry office (in person), Link Market Services Limited, 1A Homebush Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000, Australia; or
 - (b) the Company's share registry office (by mail), Link Market Services Limited, Locked Bag A14, Sydney, NSW 1235, Australia; or
 - (c) facsimile +61 2 9287 0309; or
 - (d) lodging your proxy online at www.linkmarketservices.com.au in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website).
7. Proxies given by corporate Members must be executed in accordance with their constitutions, or be signed by a duly authorised attorney or as authorised by the Corporations Act.
8. Members should carefully read the instructions on the proxy form and consider how they wish to direct the proxy to vote on their behalf. Members may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or they may leave the decision to the appointed proxy.
9. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.
10. If a Member appoints the chairperson of the meeting as the Member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Member, in favour of the item on a poll.
11. In the case of joint holders, the names of all joint holders should be shown and all joint holders should sign the proxy form.

Corporate Representative

Any corporate Member who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative. An Appointment of Corporate Representative form is available from the Company.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Dated: 18 October 2013

By order of the Board

A handwritten signature in black ink, appearing to read 'Trevor Slater', written over two horizontal lines.

Trevor Slater

Company Secretary

AED Oil Limited: Explanatory Statement

Introduction

1 Purpose of Explanatory Statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting) is to provide Members with an explanation of the business of the Annual General Meeting and of the Resolutions to be proposed and considered at the Annual General Meeting, and to assist Members to determine how they wish to vote on each Resolution. The Annual General Meeting is to be held on Tuesday 26 November 2013 at 12.30 pm, Melbourne time or immediately following the closure of the 2011 general meeting. There are three general meetings scheduled for AED Oil Limited on this day. For the avoidance of doubt the first meeting, the 2013 annual general meeting is scheduled to open at 12.00noon, Melbourne time. The 2011 meeting will commence approximately 12.15pm or immediately following the closure of the 2013 meeting. The 2012 meeting will commence at approximately 12.30pm or immediately following the closure of the 2011 meeting. All meetings will be held at Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne, Victoria.

This Explanatory Statement contains all information known to the Company which is material to a decision on how to vote on the Resolutions. Amongst other things, this Explanatory Statement provides Members with the information required to be provided under the Corporations Act and the Listing Rules.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

2 General business

2.1 Financial Statements and Reports

Under section 317 of the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the annual financial report and directors' and auditor's reports of the company for the previous financial year for discussion by the company's members at that annual general meeting.

A copy of the annual financial report, directors' report and auditor's report for the Company for the year ended 30 June 2012 will be tabled at the Annual General Meeting. Members should note that the sole purpose of tabling the reports is to provide Members with the opportunity to ask questions or discuss matters arising from the reports at the Annual General Meeting. It is not the purpose of the Annual General Meeting that the reports be approved, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements and the associated reports will be put to Members at the Annual General Meeting.

Members are entitled under section 250PA of the Corporations Act to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit of the annual financial report.

All written questions must be received by the Company no later than five business days before 24 November 2013.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Members 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.

3 Ordinary Resolutions

3.1 Resolution 1: Adoption of Remuneration Report

The Directors' report for the year ended 30 June 2012 contains a Remuneration Report.

The Corporations Act (section 250R(2)) requires that a resolution be put to a vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote on the Remuneration Report is advisory only and does not bind the Company or its Directors. Directors consider that the salary and other benefits which the Directors and employees of the Company may receive are on commercial terms commensurate with the remuneration packages available to directors and employees, respectively, of public companies of a similar size and industry grouping to the Company.

Members attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

3.2 Resolutions 2: Re-election of Mr David Van Oppen

Listing Rule 14.4 and clause 57 of the Constitution require that at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third of Directors) must retire from office by rotation and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Van Oppen has offered to retire by rotation. He is eligible for re-election and seeks re-election as a Director.

Set out below are brief details in relation to Mr Van Oppen.

Mr David Van Oppen

BA, MA

Non Executive Director

Appointed 28 November 2012

David has been with GEMS since it was founded in 1998. He is responsible for general management, deal sourcing, investment execution and fund raising. He serves on the Investment Committee and sits on investee company boards. David has 20 years of experience in direct investment throughout Asia.

Prior to joining GEMS, David was on the principal investment side of Lazard, where he managed the Hong Kong office and participated in private equity investments throughout Asia. He also worked at Smith Barney (now Citibank) on direct investments, initial public offerings and mergers and acquisitions. In addition, David has a background in shipping and logistics, having worked as Operations Manager for an international cargo transportation firm.

He holds a Bachelor of Arts degree in International Relations from Pomona College and a Master of Arts degree in International Economics from the Johns Hopkins University, where he was an Olmsted Fellow.



AED OIL LIMITED
ACN 110 393 292

LODGE YOUR VOTE

ONLINE > www.linkmarketservices.com.au

By mail:
AED Oil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

SHAREHOLDER PROXY FORM - 2012 ANNUAL GENERAL MEETING

I/We being a member(s) of AED Oil Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

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 shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the 2012 Annual General Meeting of the Company to be held immediately following the closure of the 2013 and 2011 Annual General Meetings which are scheduled to open at 12:00pm Melbourne time on Tuesday, 26 November 2013, at the Institute of Chartered Accountants Australia, Level 3, 600 Bourke Street, Melbourne and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

For

Against

Abstain*

Resolution 2

Re-election of Mr David Van Oppen

* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the *Corporations Act 2001* (Cth).

AED PRX302R



HOW TO COMPLETE THIS PROXY FORM

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.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may 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.

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 and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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; and
- (b) return both forms together.

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 shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 12:00pm on Sunday, 24 November 2013, 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:



Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

AED Oil Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the 2012 Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.