

CURNAMONA ENERGY LIMITED

ABN 28 112 712 115

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Wednesday 7 December 2011

Time of Meeting

2 pm (Adelaide time)

Place of Meeting

AMF Centre
63 Conyngham Street
Glenside SA 5065

NOTICE OF ANNUAL GENERAL MEETING

CURNAMONA ENERGY LIMITED ABN 28 112 712 115

Notice is hereby given that the Annual General Meeting of members of Curnamona Energy Limited (“the Company”) will be held at AMF Centre, 63 Conyngham Street, Glenside, South Australia 5065 at 2 pm (Adelaide time) on Wednesday 7 December 2011 for the purpose of transacting the following business.

BUSINESS

CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and the Reports of the Directors and the Auditor in respect of the year ended 31 July 2011.

The Curnamona Energy Limited 2011 Annual Report is now available at:
www.curnamona-energy.com.au/pdf/CUY_AR_2011.pdf

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

“That the Remuneration Report for the year ended 31 July 2011 be adopted.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by any person, the details of whose remuneration are included in the Remuneration Report, and an associate of that person. However, the Company 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.

RESOLUTION 2 - ELECTION OF MR KENNETH G WILLIAMS AS A DIRECTOR

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

“That Mr Kenneth G Williams being a director of the Company who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be elected as a director.”

DATED this 1st day of November 2011

BY ORDER OF THE BOARD



Bob Johnson
Chairman

NOTES

Definitions:

Terms used in this Notice which are defined in the Explanatory Memorandum which is attached to and forms part of this Notice, have the meanings ascribed to them therein.

Proxies:

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A form of proxy accompanies this Notice.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy must be lodged, at the registered office of the Company, 63 Conyngham Street, Glenside, SA 5065 or received by fax on (08) 8338 9293 not less than forty eight (48) hours before the time appointed for the Meeting or adjourned meeting.

Corporate Representative

Any corporate member of the Company who has appointed a person to act as its corporate representative at the 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 and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Voting Entitlement:

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 2 pm (Adelaide time) on 5 December 2011.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of the Company to be held on 7 December 2011. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other. Certain terms used herein are defined in the Glossary at the end of this document.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

The Annual Report of the Company for the year ended 31 July 2011 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the specified executive and non-executive directors. The Remuneration Report is set out in the Directors' Report of the Annual Report. Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

With effect from 1 August 2011 the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) amended the Corporations Act to:

(a) Prohibit a vote on this resolution being cast (in any capacity) by or on behalf of any of the following persons:

- (i) a person details of whose remuneration are included in the Remuneration Report; or
- (ii) an associate of such a person.

However, a person described above may cast a vote on Resolution 1 if:

- (iii) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (iv) the vote is not cast on behalf of a person described in paragraphs (i) or (ii) above.

Please Note : If a shareholder wishes to nominate the Chairman as their proxy for the purpose of Resolution 1 the shareholder must either tick the 'for' or 'against' box directing the Chairman how to vote, or tick the box in Step 1 authorising the Chairman to vote in accordance with his or her stated voting intentions, on the enclosed proxy form in order for their proxy vote to be counted. Alternatively, shareholders can nominate as their proxy for the purpose of Resolution 1 a proxy who is not the Chairman. That person would be permitted to vote undirected proxies.

The Chairman intends to vote all available proxies in favour of Resolution 1.

(b) Introduce a 'two-strike' process in relation to the advisory and non-binding vote on the remuneration report, whereby if at two consecutive AGMs of a listed company at least 25% of votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these AGMs there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date the remuneration report was approved at the second AGM must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'.

RESOLUTION 2 – ELECTION OF MR KENNETH G WILLIAMS AS A DIRECTOR

In accordance with the Listing Rules and the Company's Constitution, Mr Kenneth G Williams retires as a director of the Company. He is eligible for re-election. Mr Kenneth G Williams offers himself for re-election as a director of the Company.

Directors Recommendation:

All the Directors, except for Mr Williams, recommend shareholders vote in favour of Resolution 2.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691).

Board means the board of directors of the Company.

Business Day has the meaning ascribed to that term by the Listing Rules.

Company or **Curnamona** means Curnamona Energy Limited.

Corporations Act means the Corporations Act 2001 (Cth).

Listing Rules means the official listing rules of ASX.

Meeting means the meeting of Shareholders convened by the Notice.

Notice means the Notice of Annual General Meeting to which this Explanatory Memorandum is attached.



Curnamona Energy Limited
ACN 112 712 115

Lodge your vote:



By Mail:

Curnamona Energy Limited
AMF Centre
63 Conyngham Street
Glenside SA 5065
Australia

Alternatively you can fax your
form to (08) 8338 9293

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 2:00pm (Adelaide time) Monday 5 December 2011

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

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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

☒ Review your securityholding

☒ Update your securityholding

Your secure access information is:

SRN/HIN:



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

☐

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.



COY

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 Curnamona Energy 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, as the proxy sees fit) at the Annual General Meeting of Curnamona Energy Limited to be held at AMF Centre, 63 Conyngham Street, Glenside, SA, 5065 on Wednesday, 7 December 2011 at 2:00pm (Adelaide time) and at any adjournment of that meeting.

Important for Item 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 1 of business.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

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.

ORDINARY BUSINESS

Item 1 Adoption of Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 2 Election of Mr Kenneth G Williams as a Director

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

/ /

CUY

0 7 1 1 1 1 B

Computershare +