

19 February 2010

**ASX Announcement**  
**Eastern Corporation Limited**  
**Notice of EGM**

The enclosed documents have been mailed to shareholders today.

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For further information contact:

**Eastern Corporation Limited**

Ms Sam Aarons  
Manager, Business Development & Corporate Relations  
Tel: 07 3216 1155  
Fax: 07 3216 1199  
Email: [info@easterncorp.com.au](mailto:info@easterncorp.com.au)  
Website: [www.easterncorp.com.au](http://www.easterncorp.com.au)





**EASTERN**  
CORPORATION LIMITED

ABN 11 064 957 419

19 February 2010

Dear Shareholder,

As announced on 10 February 2010, Eastern Corporation Limited (Eastern) has made an offer to acquire the shares of the minority shareholders in Eastern's 68% owned subsidiary company, Galilee Energy Limited (Galilee).

The Board of Eastern believes this offer will simplify the ownership structure of its coal seam gas holdings in the Galilee Basin and, in doing so, enable the full value of these assets to be realised. The Independent Directors of Eastern regard the transaction as having the potential to increase value for all Eastern shareholders.

Accordingly an Extraordinary General Meeting will be convened on Tuesday, 23 March, 2010 to approve the particular resolutions necessary to complete this transaction.

Enclosed with this letter is a Notice of Meeting with an Explanatory Memorandum outlining full details of the resolutions under consideration, and an associated Proxy Form which I recommend that you complete and return if you are unable to attend the meeting in person.

Should you require any further information, please contact Miss Sam Aarons at Eastern on 07 3216 1155 or by email on [saarons@easterncorp.com.au](mailto:saarons@easterncorp.com.au).

Yours sincerely,



RICHARD J MAY  
Chairman



# Notice of Extraordinary General Meeting and Explanatory Memorandum

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Eastern Corporation Limited ACN 064 957 419

Date of Meeting: Tuesday 23 March 2010

Time of Meeting: 10:00am (Brisbane time)

Place of Meeting: HopgoodGanim Lawyers, Waterfront Place, Level 7, 1 Eagle Street, Brisbane, Queensland

# Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of shareholders of **Eastern Corporation Limited ACN 064 957 419 (Company)** will be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, on Tuesday 23 March 2010 at 10:00am (Brisbane time).

## Agenda

### Special Business

#### 1. Issue of Shares to Galilee Energy Limited Shareholders

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To consider and, if thought fit, pass the following resolution as an ordinary resolution, with or without amendment:

“That in accordance with the provisions of Listing Rule 7.1 of the Listing Rules of the ASX Limited, and for all other purposes, the Company be authorised to issue up to 32,619,965 ordinary shares in the Company to shareholders of Galilee Energy Limited ACN 067 998 323 (**GEL**) (other than the Company and Storth Pty Ltd, an entity associated with Mr Campbell Smith) (**Recipient Shareholders**), in consideration for the acquisition of their shares in GEL on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (**Consideration Shares**).”

#### Notes

The Company will disregard any votes cast on this Resolution by:

- any Recipient Shareholder or their nominee; and
- any associate of any Recipient Shareholder or their nominee.

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 the direction on the proxy form to vote as the proxy decides.

#### 2. Issue of Shares to Storth Pty Ltd

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To consider and, if thought fit, pass the following resolution, as an ordinary resolution, with or without amendment:

“That in accordance with the provisions of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, the Company be authorised to issue up to 382,149 fully paid ordinary shares in the Company to Storth Pty Ltd ACN 009 930 830 (**Storth**), an entity controlled by Mr Campbell Smith, Managing Director of the Company, in consideration for the acquisition of Storth’s shares in GEL, on the terms and conditions as contained in this Notice of Meeting and attached Explanatory Memorandum (**Storth Consideration Shares**).”

# Notice of Annual General Meeting

**Notes:**

The Company will disregard any votes cast on this Resolution by:

- Storth; and
- any associate of Storth.

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 the direction on the proxy form to vote as the proxy decides.

### **3. Change of Company Name to Galilee Energy Limited**

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To consider and, if thought fit, pass the following resolution, as a special resolution, with or without amendment:

“That in accordance with section 157 of the *Corporations Act 2001 (Cth)* and for all other purposes, and subject to:

- (a) the conditions of the Offer (as defined in the Explanatory Memorandum) being satisfied or waived by the Company and the Offer proceeding; and
- (b) Galilee Energy Limited ACN 067 998 323 changing its name, in accordance with the *Corporations Act 2001 (Cth)* and its Constitution,

the Company’s name be changed to Galilee Energy Limited with effect on the date on which ASIC alters the details of the Company’s registration.”

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### **General business**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### **By order of the board**



Bill Lyne  
Company Secretary  
19 February 2010

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum is provided to shareholders of **Eastern Corporation Limited ACN 064 957 419 (Company)** to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, on Tuesday 23 March 2010 at 10:00am (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 7.

## 2. Background to Resolutions – Acquisition of remaining shares in Galilee Energy Limited

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### 2.1 Background

The Company currently holds approximately 68% of the issued capital in Galilee Energy Limited ACN 067 998 323 (**GEL**), an unlisted public company. The development of ECU in recent times has seen the Company wanting to expand its operations and the Directors consider the next logical step is to proceed with an offer to acquire the remaining 32% shareholding in GEL.

Accordingly, the Company has made an offer to all GEL Shareholders to acquire the shares in GEL which the Company does not currently own (**Offer**).

### 2.2 Key Terms of the Offer

The Company has offered 1 Share for every 9 ordinary shares in GEL (with entitlements being rounded up).

There are currently 927,782,562 GEL Shares on issue, of which 297,018,895 are held by GEL Shareholders other than the Company. Accordingly, if the Offer is successful, and all GEL Shareholders accept the Offer the Company would issue 33,002,114 Shares to acquire all of these GEL Shares.

The Offer was dated 10 February 2010 and will close on 19 March 2010 unless extended or withdrawn.

The Offer is subject to a number of conditions which may only be waived by the Company. These conditions, together with the full terms of the Offer are set out in the Offer Document issued by the Company on 10 February 2010.

### 2.3 Intentions

If the Company acquires 90% or more of the GEL Shares and it is entitled to proceed to compulsory acquisition of the outstanding GEL Shares, it is the Company's intention to:

- (a) proceed with compulsory acquisition of the outstanding GEL Shares in accordance with the provisions of Chapter 6A of the Corporations Act;
- (b) take steps to convert GEL to a proprietary limited company; and
- (c) restructure the Boards of the Company and GEL. The Company may reduce the size of the GEL Board to be consistent with other subsidiaries of the Company. The Company intends to restructure the Company's Board by appointing two additional directors who are currently GEL directors, namely:
  - (1) Rino Camarri; and

# Explanatory Memorandum

(2) Cam Rathie.

Details of each of these directors are set out below.

Each of these directors will be appointed as additional directors pursuant to clause 56 of the Company's Constitution and as such each of Mr Camarri and Mr Rathie would hold office until the 2010 AGM at which time they may offer themselves for re-election.

Other than as set out above, the Company currently expects that the business and operations of GEL and the Company will remain largely unchanged, save for any efficiencies that can be created through the integration of administrative matters.

## 2.4 Information on New Directors

### *Rino Camarri*

Mr Camarri joined the board of GEL on 27 July 2000 and was appointed as chairman on 26 June 2006. He resigned as chairman in January 2009 and at that time became a non-executive director. Mr Camarri has extensive experience in banking, funds management and general finance with specialised banking experience concentrated on commercial business and property portfolio management. Mr Camarri is currently Financial Controller of Ekco Investments Pty Ltd.

### *Cam Rathie*

Mr Rathie joined the board of GEL on 20 January 2009. He has extensive experience in the development and operational aspects of conventional hydrocarbons and coal seam gas. He spent a significant period internationally in geological and well services, and was previously with BHP Petroleum where he managed a number of offshore oilfields in Australia and internationally. Mr Rathie more recently was Managing Director of Upstream Petroleum and CEO of AGR Asia Pacific. He acted as Operations Manager for Sunshine Gas in its initial conventional gas and CSG exploration in the Surat and Bowen Basins, providing the engineering and field teams for these projects. Since 2008 he has become an independent advisor in the hydrocarbons industry, based in Brisbane.

## 2.5 Effect on Capital Structure

Assuming that upon completion of the Offer, the Company owns 100% of the shares in GEL, the following table shows the issued capital of the Company as at the date of this Notice and as it will be immediately following completion of the Offer.

### **Current Share Capital of the Company**

<b>Capital Structure</b>	<b>No. of Securities</b>
Shares on issue	102,752,659
Options	9,000,000

### **Share Capital of the Company upon completion of the Offer (assuming the Company acquires 100% of GEL Shares)**

<b>Capital Structure</b>	<b>No. of Securities</b>	<b>%</b>
Shares on issue		
• Existing ECU Shareholders	102,752,659	75.69%
• Former GEL Shareholders <sup>1</sup>	33,002,114	24.31%
Total	135,754,773	100.00%
Options	9,000,000	

Note: 1. This does not include any existing Shares which GEL Shareholders may hold.

# Explanatory Memorandum

## 3. Resolution 1 - Issue of Shares to Galilee Energy Limited Shareholders

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### 3.1 Listing Rule 7.1

In accordance with Listing Rule 7.1, Shareholder approval is sought to the issue of up to 32,619,965 Shares (**Consideration Shares**) to the GEL Shareholders (other than Storth Pty Ltd) (**Recipient Shareholders**).

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. The Company does not currently have an ability to issue the Consideration Shares pursuant to Listing Rule 7.1 unless Shareholder approval is obtained.

The effect of the Shareholders approving the issue of the Consideration Shares will be to permit the issue of the Consideration Shares for the purpose of Listing Rule 7.1 and that the issue will not be counted as part of the Company's 15% limit under Listing Rule 7.1 (with the Company therefore retaining a greater proportion of the 15% limit for any subsequent requirements that may arise).

The issue of the Consideration Shares is subject to the Recipient Shareholders accepting the Offer and all conditions of the Offer being satisfied or waived by the Company in accordance with the terms of the Offer. The Offer is not conditional upon 100% acceptance of the Offer by GEL Shareholders, therefore it is possible that some but not all of the Consideration Shares may be issued.

For the purposes of Listing Rule 7.3 the Company provides the following information (in addition to information contained in the Notice and elsewhere in this Explanatory Memorandum):

- (a) Subject to all conditions of the Offer being satisfied or waived by the Company in accordance with the terms of the Offer, the Consideration Shares will be issued in consideration for the Recipient Shareholders transferring their GEL Shares to the Company. Accordingly no funds will be raised from the issue of the Consideration Shares.
- (b) The Consideration Shares will rank *pari passu* with the existing Shares on issue in the Company and the rights attaching to the Consideration Shares will be identical in all respects to the existing Shares on issue in the Company.
- (c) Subject to the terms of the Offer, the Company intends to issue the Consideration Shares as soon as practicable following the Meeting and completion of the Offer and in any event no later than three (3) months from the date of the Meeting.
- (d) Each of the Recipient Shareholders fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act, and none of the Recipient Shareholders are related parties of the Company (within the meaning of the Corporations Act and the Listing Rules).

### 3.2 Effect on Capital Structure

The overall effect of the Offer on the current capital structure of the Company is set out in section 2.5 above.

### 3.3 Foreign Shareholders

Recipient Shareholders who are a resident of a jurisdiction other than Australia and its external territories or whose address shown in GEL's register of members is a place outside Australia and its external territories will not, unless GEL determines otherwise, be entitled to receive Consideration Shares as part of the consideration for their GEL Shares by reason of their acceptance of the Offer.

In such circumstances, the Company will arrange for the allotment of the relevant Consideration Shares to a nominee for all accepting foreign GEL Shareholders and cause those Consideration Shares so allotted to be offered for sale on ASX within 30 days after the end of the Offer Period and

# Explanatory Memorandum

pay the proceeds of sale to those accepting foreign GEL Shareholders in accordance with the formula set out in the Offer document.

## 3.4 Other information

Save as set out in the Notice and this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the proposed Resolution 1.

## 3.5 Recommendation

The Board, with Mr Campbell Smith and Mr Steven Koroknay abstaining due to their association with GEL, recommends that Shareholders vote in favour of this Ordinary Resolution.

## 4. Resolution 2 - Issue of Shares to Storth Pty Ltd

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### 4.1 Introduction

Storth Pty Ltd ACN 009 930 830 (**Storth**), currently holds 3,439,333 GEL Shares (**Storth Shares**). Accordingly, pursuant to the Offer, the Company has offered to acquire the Storth Shares in consideration for the issue of 382,149 Shares (**Storth Consideration Shares**) in accordance with the terms of the Offer.

Storth is an entity controlled by Mr Campbell Smith, the Managing Director of the Company, and as such is a related party of the Company for the purposes of the Listing Rules.

The Company now seeks Shareholder approval for the issue of Storth Consideration Shares to Storth pursuant to the Offer for the purposes of Listing Rule 10.11.

### 4.2 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless prior approval is obtained, a company must not issue or agree to issue equity securities to a related party.

A "related party" for the purposes of the Listing Rules has the meaning ascribed to that term in the Corporations Act. A "related party" for the purposes of the Corporations Act is defined widely and it includes a director of the public company. The definition of "related party" is also extended to include an entity controlled by a related party. Storth is controlled by Mr Campbell Smith, Managing Director of the Company.

The issue of the Storth Consideration Shares is subject to Storth accepting the Offer and all conditions of the Offer being satisfied or waived by the Company in accordance with the terms of the Offer.

For the purposes of Listing Rule 10.13 the Company provides the following information (in addition to information contained in the Notice and elsewhere in this Explanatory Memorandum):

- (a) Subject to all conditions of the Offer being satisfied or waived by the Company in accordance with the terms of the Offer, the Storth Consideration Shares will be issued in consideration for Storth transferring its GEL Shares to the Company. Accordingly no funds will be raised from the issue of the Storth Consideration Shares.
- (b) The Storth Consideration Shares will rank pari passu with the existing Shares on issue in the Company and the rights attaching to the Storth Consideration Shares will be identical in all respects to the existing Shares on issue in the Company.
- (c) Subject to the terms of the Offer, the Company intends to issue the Storth Consideration Shares as soon as practicable following the Meeting and completion of the Offer and in any event no later than one (1) month from the date of the Meeting.

# Explanatory Memorandum

- (d) Storth falls within one or more of the classes of exemptions specified in Section 708 of the Corporations Act.

In accordance with Listing Rule 7.2, as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1

## 4.3 Dilutionary effect

Set out below is a table summarising the interests of Mr Campbell Smith and his associates if the Storth Consideration Shares are issued and assuming that the Company acquires 100% of the GEL Shares.

Shareholders	Current Share Capital		Share Capital Upon Issue of Storth Consideration Shares <sup>2</sup>	
Current Shareholders	79,843,395	77.70%	79,843,395	58.81%
Mr Campbell Smith <sup>1</sup>	22,909,264	22.30%	23,291,413	17.16%
Former GEL Shareholders <sup>3</sup>	-	-	32,619,965	24.03%
<b>Total</b>	<b>102,752,659</b>	<b>100.00%</b>	<b>135,754,773</b>	<b>100.00%</b>

Notes:

1. Includes all direct and indirect holdings, including holdings of Storth.
2. Assumes that the Consideration Shares and the Storth Consideration Shares are issued, but that no other shares are issued by the Company.
3. This does not include any existing Shares that GEL Shareholders may hold.

## 4.4 Other information

Save as set out in the Notice and this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the proposed Resolution 2.

## 4.5 Recommendation

The Board, with Mr Campbell Smith and Mr Steven Koroknay abstaining due to their association with GEL, recommends that Shareholders vote in favour of this Ordinary Resolution.

## 5. Resolution 3 - Change of Company Name to Galilee Energy Limited

### 5.1 Introduction

In the event that the Offer is successful, the Company proposes to change its name to Galilee Energy Limited. The Board believes that this name will more accurately reflect the major activities of the Company upon completion of the Offer.

Resolution 3 seeks Shareholder approval to this change pursuant to section 157 of the Corporations Act, which provides that if a company wants to change its name it must pass a special resolution adopting a new name and lodge an application in the prescribed form with ASIC.

The approval to change the Company's name is subject to the following conditions being satisfied:

- (a) the conditions of the Offer being satisfied or waived by the Company and the Offer proceeding; and
- (b) Galilee Energy Limited ACN 067 998 323 changing its name in accordance with the Corporations Act and its constitution.

# Explanatory Memorandum

If these conditions are not satisfied, the Resolution to change the Company's name will not be effective and the Company's name will not be changed to Galilee Energy Limited.

In the event that Resolution 3 is passed as a special resolution and the above conditions are satisfied, the Company's name will be changed to Galilee Energy Limited with effect on the date on which ASIC alters the details of Company's registration.

As this Resolution is a special resolution, it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

## 5.2 Recommendation

The Board, with Mr Campbell Smith and Mr Steven Koroknay abstaining due to their association with GEL, recommends that Shareholders vote in favour of this Ordinary Resolution.

## 6. Voting Entitlement

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### Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Sydney time) on 21 March 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## 7. Interpretation

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**ASIC** means the Australian Securities and Investments Commission;

**ASX** means the ASX Limited;

**Board** means the board of directors of the Company;

**Company** means Eastern Corporation Limited ACN 064 957 419;

**Constitution** means the constitution of the Company;

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time;

**GEL** means Galilee Energy Limited ACN 067 998 323;

**GEL Shareholder** means a holder of GEL Shares, other than the Company;

**GEL Shares** means the issued fully paid ordinary shares in the capital of GEL and includes all rights attaching to them and the term GEL Share shall have a corresponding meaning;

**Meeting** means this extraordinary general meeting to be held on Tuesday 23 March 2010;

**Notice** means the Notice issued convening the Meeting;

**Offer** means the Company's offer to GEL Shareholders to acquire all GEL Shares it does not hold;

**Offer Date** means the date on which the Offer was first made to GEL Shareholders, being 10 February 2010;

**Offer Period** means the period during which the Offer will remain open for acceptance in accordance;

**Resolution** means a resolution proposed at the Meeting;

**Share** means ordinary fully paid shares in the issued capital of the Company; and

**Shareholder** means a holder of Shares in the Company.

# Explanatory Memorandum

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Bill Lyne (Company Secretary):

Level 2, 895 Ann Street, Fortitude Valley, QLD 4006

Phone +61 (0) 7 3216 1155 or mobile +61 (0) 4 1887 4175

# Explanatory Memorandum

## Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **posted to, or sent by facsimile transmission to, the Share Registry, at the address/fax number(s) shown below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne Victoria 3001 Australia

Fax Numbers:  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

## Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.



**EASTERN**  
CORPORATION LIMITED  
ABN 11 064 957 419

000001 000 ECU  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 10:00am (Brisbane time) Sunday 21 March 2010

### 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.

### 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](http://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](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



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

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

## 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 Eastern Corporation 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 Extraordinary General Meeting of Eastern Corporation Limited to be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland on Tuesday, 23 March 2010 at 10:00am (Brisbane time) and at any adjournment of that meeting.

**Important for Item 2:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 2 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote and the Chairman is a person whose vote would be disregarded under Listing Rule 14.11.1 in respect of Resolution 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 2 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Issue of Shares to Galilee Energy Limited Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Shares to Storth Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Change of Company Name to Galilee Energy Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given, the proxy may vote as the proxy thinks fit or may abstain. By signing this appointment you acknowledge that the proxy (whether voting in accordance with your directions or voting in their discretion under an undirected proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

The Chairman of the Meeting intends to vote undirected 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 \_\_\_\_/\_\_\_\_/\_\_\_\_