



BOW ENERGY LIMITED
ACN 111 019 857

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: **Tuesday, 29 November 2005**
Time of Meeting: **11.00am (Brisbane time)**
Place of Meeting: **Level 2, Naldham House, 1 Eagle Street,
Brisbane, Queensland**

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**BOW ENERGY LIMITED
ACN 111 019 857**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Bow Energy Limited (**Company**) will be held at Level 2, Naldham House, 1 Eagle Street, Brisbane, Queensland on 29 November 2005 at 11.00am (Brisbane time).

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered at the annual general meeting.

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider:

- (a) the financial report;
- (b) the directors' report; and
- (c) the auditor's report,

of the Company for the period ended 30 June 2005.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company:

1. REMUNERATION REPORT

"That the Remuneration Report as set out on pages 11 to 14 of the Company's 2005 Annual Report be considered and adopted".

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

2. RE-ELECTION OF NICHOLAS MATHER AS A DIRECTOR

"That Mr Nicholas Mather, who retires in accordance with Article 39 of the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

3. APPROVAL OF ISSUE OF SHARES TO PREPET PTY LTD AS TRUSTEE FOR THE JARAT TRUST

*“That, in accordance with the provisions of Listing Rule 7.1 of the Official Listing Rules of the Australian Stock Exchange Limited (**ASX Listing Rules**), Listing Rule 10.11 of the ASX Listing Rules and Chapter 2E of the Corporations Act 2001 (Cwlth) (**Corporations Act**), and for all other purposes, the Company be authorised to issue to Prepet Pty Ltd ACN 065 757 002 as trustee for the Jarat Trust (**Prepet**) three million (3,000,000) fully paid ordinary shares in the Company (**Consideration Shares**) in consideration for the acquisition of all of the issued capital of Ocellaris Oil Pty Ltd ACN 107 566 174 (**Ocellaris Oil**) on the terms set out below and in the Explanatory Memorandum accompanying this Notice.”*

- (a) A copy of this Notice and the Explanatory Memorandum which accompanies this Notice has been lodged with the Australian Securities & Investments Commission in accordance with Section 218 of the *Corporations Act*;
- (b) The Company intends to issue the Consideration Shares as soon as practicable and in any event no later than one (1) month from the date of the Meeting;
- (c) The rights attaching to the Consideration Shares are identical in all respect to existing ordinary shares on issue in the Company;
- (d) No funds will be raised by the issue of the Consideration Shares;
- (e) The Company will disregard any votes cast on this resolution by:
 - Prepet; or
 - any associate of Prepet.

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.

4. APPROVAL OF OPTION ISSUE TO EXECUTIVE

*“That in accordance with ASX Listing Rule 7.1 and for all other purposes, the Company and the Directors be authorised to issue three million (3,000,000) options to subscribe for ordinary shares in the capital of the Company (**Recipient Options**) to Mr Keith Martens, Exploration Manager of the Company (**Recipient**), on the terms and conditions set out in the Explanatory Memorandum in respect of this Resolution 4.”*

- (a) The Company intends to issue the Recipient Options as soon as practicable and in any event no later than three (3) months from the date of the Meeting;
- (b) The rights attaching to the Recipient Options are set out in the Explanatory Memorandum accompanying this Notice of Meeting;
- (c) No funds will be raised by the issue of the Recipient Options;
- (d) The Company will disregard any votes cast on this resolution by:
 - Mr Keith Martens or
 - any associate of Mr Keith Martens.

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.

5. RATIFICATION OF ISSUE OF SHARES TO CONSTELLATION ENERGY PTY LTD

*“That in accordance with ASX Listing Rule 7.4 and for all other purposes, the previous issue to Constellation Energy Pty Ltd ACN 111 085 360 (**Constellation**) of seven hundred and fifty thousand (750,000) fully paid ordinary shares in the Company (**Constellation Shares**) as part consideration for performing certain drilling activities on one of the Company’s tenements on the terms set out below and in the Explanatory Memorandum accompanying this Notice be hereby ratified and approved.”*

- (a) The rights attaching to the Constellation Shares are identical in all respect to existing ordinary shares on issue in the Company;
- (b) No funds were raised by the issue of the Constellation Shares;
- (c) The Company will disregard any votes cast on this resolution by:
 - Constellation Energy Pty Ltd or
 - any associate of Constellation Energy Pty Ltd.

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.

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

Duncan Cornish
Company Secretary
27 October 2005

BOW ENERGY LIMITED
ACN 111 019 857

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of members of Bow Energy Limited ACN 111 019 857 (**Bow** or **Company**) in connection with the business to be conducted at the Annual General Meeting of members to be held at Level 2, Naldham House, 1 Eagle Street, Brisbane, Queensland on Tuesday 29 November 2005 at 11.00am (Brisbane time) (**Meeting**).

FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001* (**Act**) requires the financial report which includes the financial statements, directors' declaration, the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Act or in the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report.

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business and operations of the Company.

RESOLUTION 1 – REMUNERATION REPORT

The remuneration report of the Company for the period ended 30 June 2005 is set out in the Directors Report on pages 11 to 14 of the 2005 Annual Report to Shareholders (the Remuneration Report).

The Remuneration Report sets out the Company's remuneration arrangements for the Managing Director, executives and non-executive directors. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. In addition, the Corporations Act requires that Resolution 1, to adopt the Remuneration Report, be put to the vote. However, the vote on this resolution is only advisory and does not bind the Company or its directors.

RESOLUTION 2 – RE-APPOINTMENT OF NICHOLAS MATHER AS A DIRECTOR

In accordance with Article 39 of the Company's constitution, Mr Mather retires as a director of the Company and offers himself for re-election.

Mr Mather was appointed as a non-executive director of the Company on 17 September 2004 at the time of incorporation of the Company. Mr Mather has over 24 years technical and corporate experience. He is also the Managing Director of D'Aguilar Gold Ltd, a listed gold exploration company. Mr Mather has focused his attention on the identification of, and investment in, large resource exploration projects.

During his tenure as an Executive Director of Arrow Energy NL from 2000 to 2004, Mr Mather drove the acquisition and business development of Arrow's large coal seam gas projects in South East Queensland.

Mr Mather was Managing Director of BeMaX Resources NL from 1997 until 2000 and was instrumental in the discovery of the world class Gingko mineral sand deposit in the Murray Basin in 1998.

Mr Mather is a member of the Company's Audit and Risk Management Committee.

RESOLUTION 3 - APPROVAL OF ISSUE OF SHARES TO PREPET PTY LTD AS TRUSTEE FOR THE JARAT TRUST

(a) Introduction

As stated in the Prospectus issued by the Company on 17 March 2005, the Company entered an agreement in December 2004 (**Agreement**) to acquire all of the issued shares in Ocellaris Oil Pty Ltd ACN 107 566 174 (**Ocellaris Oil**) in consideration for the issue of 3,000,000 ordinary shares in the Company (**Consideration Shares**). The Prospectus further provided that the Consideration Shares were to be issued at 4.75 cents each, giving a total consideration of \$142,500. Under the terms of the Agreement, if this resolution 3 is not passed, the transaction as contemplated by the Agreement will not proceed.

Ocellaris Oil has entered into a conditional assignment agreement with Victoria Petroleum NL ACN 008 942 827 in respect of the following tenements which provides that upon the granting of the tenements a proportionate interest will be assigned to Ocellaris Oil:

Licence	Interest acquired
ATP737P	20%
ATP738P	20%
ATP736P	20%
ATP752P	20%

Note - ATP752P has been farmed out by Ocellaris Oil to Avery Resources (Australia) Pty Ltd. Avery Resources (Australia) Pty Ltd must drill five wells and acquire 100 klms of seismic in order to earn a 50% interest in the permit.

The tenements are located in the portion of the Cooper-Eromanga Basin that is in the south-west corner of Queensland. The Company's exploration strategy for the Cooper-Eromanga Basin is focused on the evaluation of oil potential, as the tenements are close or adjacent to producing oil or gas fields. The Company believes that there is the potential for new petroleum discoveries in these tenements. There are 21 oil prospects and leads identified so far in the tenements with the potential to contain up to a combined maximum of 366 million barrels of recoverable oil.

The Vendor of the shares in Ocellaris Oil, and therefore the recipient of the Consideration Shares in the Company is Prepet Pty Ltd ACN 065 757 002 as trustee for the Jarat Trust (**Prepet**).

The directors and shareholders of Prepet Pty Ltd are Mr Ron Prefontaine (a director of Bow Energy) and Mrs Annabel Frances Prefontaine (Mr Prefontaine's wife). Mr and Mrs Prefontaine are also beneficiaries of the Jarat Trust.

(b) **ASX Listing Rule 10.1**

Generally, where a company acquires a substantial asset, being an asset in respect of which the value of the consideration payable is greater than 5% of the equity interests of the company, from a related party, approval is required under Listing Rule 10.1.

As the agreement to acquire Ocellaris Oil and to issue the Consideration Shares was entered in December 2004 and prior to the Company's admission to the Official List of ASX, the Company has applied for and been granted a waiver from Listing Rule 10.1 in respect of the acquisition of Ocellaris Oil. This waiver has been granted on the basis that details of the transaction were disclosed in the Prospectus. In addition, as the agreement was entered into prior to the admission of the Company, the Consideration Shares will be subject to restriction until 20 May 2007, being 24 months from the date of quotation of the Company's shares on ASX.

Accordingly, the Company is seeking the approval of shareholders to the issue of the Consideration Shares pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act only.

(c) **ASX Listing Rule 10.11**

This Listing Rule provides that a company may not issue securities to a related party (subject to certain exceptions set out in the ASX Listing Rules) unless the issue is approved by the holders of ordinary shares.

(d) **Chapter 2E of the Corporations Act**

Chapter 2E of the *Corporations Act 2001 (Cwlth)* (**Corporations Act**) prohibits a public company from giving a financial benefit to a related party of the public company unless the benefit falls within one of various exceptions to the general prohibition or where the company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E in relation to the convening of that meeting have been met.

A "related party" for the purposes of the Corporations Act is defined widely and it includes a director of the public company, a spouse of a director or an entity controlled by such a related party of the public company.

A "financial benefit" for the purposes of the Corporations Act has a very wide meaning. It includes the public company paying money or issuing securities to the related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

This proposed resolution, if passed, will confer a financial benefit to Prepet Pty Ltd and indirectly to Mr Ron Prefontaine and Mrs Prefontaine and the Company seeks to obtain member approval in accordance with the requirements of Chapter 2E of the *Corporations Act* and ASX Listing Rule 10.11 and for this reason and for all other purposes the following information is provided to shareholders.

(e) **The related party to whom the resolution would permit the financial benefit to be given**

Each of Prepet, being an entity controlled by related parties, Mr Ron Prefontaine, being a director of the Company, and Mrs Annabel Prefontaine, being Mr Prefontaine's spouse, are related parties of the Company.

(f) **The nature of the financial benefit**

The nature of the proposed financial benefit to be given is the issue of 3,000,000 ordinary shares in the capital of the Company to Prepet.

(g) **Directors' Recommendation**

Neither Mr Stephen Bizzell nor Mr Nick Mather has a material personal interest in the outcome of this Resolution. Mr Bizzell and Mr Mather recommend the Resolution to shareholders as they believe the acquisition of Ocellaris Oil will provide opportunities to the Company.

As Mr Ron Prefontaine is interested in the outcome of this Resolution, he accordingly makes no recommendation to shareholders in respect of this Resolution.

(h) **Costs and Detriments of Providing Financial Benefit**

The Consideration Shares proposed to be issued to Prepet will be issued in consideration for the acquisition of Ocellaris Oil Pty Ltd. The Directors of the Company are not aware of any costs of providing the financial benefit save for the dilutionary impact described below.

(i) **Directors' Interest**

Mr Ron Prefontaine has a material personal interest in the outcome of the Resolution, as 3,000,000 ordinary shares in the Company will be issued to an entity related to Mr Prefontaine under the Resolution.

(j) **Valuation**

As noted in the Company's Prospectus dated 17 March 2005, the Consideration Shares are to be issued at an issue price of 4.75 cents each. This was the consideration agreed to by the parties at the time of execution of the agreement in December 2004. Adopting this issue price, the total value of the consideration is \$142,500.

The Directors do however note that, as at 24 October 2005, the closing price of ordinary shares in the Company was 15.5 cents. Assuming this value, the Consideration Shares to be issued to Prepet pursuant to this Resolution would have a value of \$465,000.

For the purposes of comparison, it is noted that the Company's shares have traded between 11.0 cents and 20.5 cents since commencing quotation on ASX on 20 May 2005.

The Consideration Shares will be subject to ASX restriction requirements for a period of 24 months from the commencement of quotation of the Company's shares on ASX (in accordance with Chapter 9 of the Listing Rules in respect of an agreement entered prior to admission). Accordingly the Consideration Shares will not be quoted on the ASX until 20 May 2007.

(k) **Any other information that is reasonably required by shareholders to make a decision and that is known to the Company or any of its Directors**

There is no other information known to the Company or any of its directors save and except as follows:

- Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the Consideration Shares to Prepet Pty Ltd is the dilutionary impact on the issued share capital of the Company. As disclosed in the Prospectus issued by the Company dated 17 March 2005, the Shares to be issued to Prepet pursuant to this Agreement will represent approximately 4.1% of the issued capital of the Company (assuming a further issue of shares pursuant to a farm-in agreement which is unrelated to this transaction and is the subject of Resolution 5).

- Taxation Consequences

In so far as the Company is aware, there are no adverse taxation consequences to the Company arising from the proposed issue of the Shares in accordance with this Resolution.

RESOLUTION 4 – APPROVAL OF OPTION ISSUE TO EXECUTIVE

The Directors have resolved to refer to shareholders for approval, the proposed issue to the Company's Exploration Manager Mr Keith Martens or his nominee (**Recipient**), three million (3,000,000) options to subscribe for ordinary shares in the Company upon the terms and conditions set out below (**Recipient Options**).

It is noted that while Mr Martens is an integral part of the Senior Management of the Company, he is not a related party of the Company for the purposes of either the *Corporations Act* or the Listing Rules. The Recipient Options will be issued to Mr Martens pursuant to section 708(12) of the *Corporations Act*.

Mr Martens will be issued the Recipient Options by way of three series of options as follows:

- 1,000,000 options to subscribe for ordinary shares in the Company exercisable at \$0.30 each (**First Series Options**). The First Series Options expire 20 May 2008;
- 1,000,000 options to subscribe for ordinary shares in the Company exercisable at \$0.40 each (**Second Series Options**). The Second Series Options expire 20 May 2009; and
- 1,000,000 options to subscribe for ordinary shares in the Company exercisable at \$0.50 each (**Third Series Options**). The Third Series Options expire 20 May 2010.

All of the Recipient Options will be issued as soon as practicable after the meeting and in any event within three (3) months from the date of the Meeting. However, the Recipient Options will vest as follows:

- one third (1/3) of each of the First Series Options, Second Series Options and Third Series Options will vest on 20 May 2006;

- one third (1/3) of each of the First Series Options, Second Series Options and Third Series Options will vest on 20 May 2007; and
- one third (1/3) of each of the First Series Options, Second Series Options and Third Series Options will vest on 20 May 2008.

Notwithstanding the above, in the event that a takeover bid is made in respect of the Company and that takeover bid becomes unconditional (**Takeover Vesting Date**), all of the Recipient Options which have not vested as at the Takeover Vesting Date will automatically vest. Mr Martens will then have ten (10) Business Days from the Takeover Vesting Date in which to exercise the Recipient Options. Any Recipient Options which are not exercised within ten (10) Business Days of the Takeover Vesting Date will automatically be cancelled, notwithstanding the expiry date of such options as set out above.

In the event that Mr Martens resigns from his position or the Company terminates Mr Martens' employment, any unvested Recipient Options will be automatically forfeited.

In addition to the above, the material terms of the Recipient Options is as follows:

- There is no issue price payable for the Recipient Options.
- The Recipient Options are options to subscribe for ordinary shares in the capital of the Company.
- Shares issued on exercise of the Recipient Options will rank pari passu with all existing ordinary shares of the Company from the date of issue.
- The Recipient Options shall be non-transferable.
- The Recipient Options may be exercised wholly or in part by notice in writing to the Company received at any time on or before the respective expiry date for each series of options as set out above, together with payment for the exercise price and the options certificate (if any) for those Recipient Options for cancellation by the company.
- The Recipient Options will not be listed.
- Upon exercise of any of the Recipient Options, the Company will allot the number of shares the subject of any exercise notice, and apply at its cost for listing of the shares so allotted.
- The Recipient will be permitted to participate in new issues of securities of the Company on the prior exercise of the Recipient Options, in which case the holder of the Recipient Options will be afforded the period of at least 14 days notice prior to and inclusive of the books closing date (to determine entitlements to the issue) to exercise the Recipient Options.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - the number of Recipient Options, the exercise price of each of the First Series Options, Second Series Options and Third Series Options, or both the number and exercise price will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules, but with the intention that such reconstruction will not result in any

benefits being conferred on the holders of the Recipient Options which are not conferred on shareholders; and

- subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Recipient Options will remain unchanged.
- If there is a pro rata issue (except a bonus issue), the Exercise Price of each Recipient Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

Where:

- O^n = the new exercise price of the Recipient Option;
 - O = the old exercise price of the Recipient Option;
 - E = the number of underlying securities into which one Recipient Option is exercisable;
 - P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date;
 - S = the subscription price for a security under the pro rata issue;
 - D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
 - N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
- If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Recipient Options is exercisable may be increased by the number of shares which the Recipient would have received if the Recipient Option had been exercised before the record date for the bonus issue.
 - The terms of the Recipient Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Recipient Options shall not be changed to reduce the exercise price, increase the number of Recipient Options or change any period for exercise of the Recipient Options.

Directors' Recommendation

The members of the Board, Messrs Prefontaine, Bizzell and Mather urge you to read the Notice of Meeting material (including this Explanatory Statement) in its entirety before deciding how you will cast your vote on this resolution.

In any event, Messrs Prefontaine, Bizzell and Mather recommend the passing of this resolution for the following reasons:

- the grant of the Recipient Options to Mr Keith Martens, the Exploration Manager as proposed, would provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;

- the Recipient Options are not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
- in the Company's circumstances as they existed when the proposed grant of the Recipient Options was determined, the Directors considered that the incentive provided a cost-effective and efficient incentive as opposed to alternative forms of incentives (eg cash bonuses, increased remuneration).

The Directors note that in addition to the recipient Options, Mr Martens' other remuneration from the Company pursuant to his employment contract is set out in the Remuneration Report as set out in the Directors Report in the Company's 2005 Annual Report.

RESOLUTION 5 - RATIFICATION OF ISSUE OF SHARES TO CONSTELLATION ENERGY PTY LTD

As stated in the Prospectus issued by the Company on 17 March 2005, the Company entered an agreement on 3 March 2005 whereby Constellation Energy Pty Ltd (**Constellation**) offered to farm in to PEL432 in order to earn a 12.5% interest in PEL432 (**Constellation Agreement**).

The agreement required Constellation to perform certain drilling activities on Pickabooba South-1 (within PEL432) to a minimum depth of 1,150 metres. The required drilling activities have been completed and other conditions have been met by Constellation and Bow Energy. Accordingly, in accordance with the terms of the Constellation Agreement, 750,000 ordinary shares (**Constellation Shares**) will be issued at an issue price of 16.5 cents to Constellation prior to the Annual General Meeting of the Company. As the issue of these shares will be included within the fifteen percent (15%) limit contained in Listing Rule 7.1 (which states that issues in the past twelve (12) months that exceed fifteen percent (15%) of the capital of the Company require shareholder approval), the directors are seeking ratification of the issue of the Constellation Shares pursuant to Listing Rule 7.4.

In addition to the issue of the Constellation Shares, Bow is liable to pay the sum of \$75,000 to Constellation and assign a 12.5% interest in PEL432 to Constellation.

ooOOoo

Save as set out in 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 benefits contemplated by the proposed resolutions.

Shareholders who are unable to attend the Annual General Meeting are urged to complete their proxies and return them as soon as possible and, in any event, no later than forty eight hours prior to the Meeting.

Subject to the voting exclusion statements set out in the Notice of Meeting, all Shareholders who are registered as holding Shares in the capital of the Company at 7:00pm EST on 28 November 2005 are entitled to vote at the Meeting in respect of the Resolutions.

Stephen Bizzell
Director
27 October 2005

BOW ENERGY LIMITED PROXY FORM

APPOINTMENT OF PROXY

I/We
(name of shareholder)

being a member/s of Bow Energy Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting **OR** Write here the name of the person you are
(mark with an "X") appointing if this person is someone other than the
Chairman of the Meeting

or failing the person named, of if no person 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 Bow Energy Limited to be held at Level 2 Naldham House, 1 Eagle Street Brisbane, Qld on 29 November 2005 at 11.00am and at any adjournment of that meeting.

If you do not wish to direct your proxy how to vote please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him 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 the resolutions.

Voting directions to your proxy – please mark

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-appointment of Mr Nicholas Mather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue 3,000,000 shares to Prepet Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue 3,000,000 options to Mr Keith Martens, Exploration Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratify the issue of 750,000 shares to Constellation Energy Pty Ltd	<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.

Execution

This section *must* be signed in accordance with the instructions below to enable your directions to be implemented.

Individual or Security holder 1

**Sole Director and
Sole Company Secretary**

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

____ / ____ / ____
Date

Appointment of Multiple Proxies

A member may appoint more than one proxy. If two (or more) proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request or you may copy this form.)

Exercising voting power over only part of your shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares (Note: proxy will be over all shares if left blank)

How to Complete the Proxy Form

1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate section. If you do not mark any of the boxes on a given item, 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.

3. 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.

To appoint on a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

4. Signing Instructions

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

- | | |
|--------------------|--|
| Individual: | where the holding is in one name, the holder must sign. |
| Joint Holding: | where the holding is in more than one name, all of the 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. |

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.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 11.00am on 27 November 2005, being 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged with the Company:

IN PERSON:- Bow Energy Ltd, Level 5, 60 Edward Street, Brisbane, Queensland

BY MAIL:- Bow Energy Ltd, GPO Box 5244, Brisbane, QLD, 4001

BY FAX:- (07) 3303 0651