



Notice of Annual General Meeting and Explanatory Memorandum

Bow Energy Ltd

ABN 63 111 019 857

Date of Meeting: 27 November 2009

Time of Meeting: 10.00am (EST/Brisbane time)

Place of Meeting: The Avro Room, Royal on the Park, Cnr Alice & Albert Street,
Brisbane QLD 4000

Notice is given that the Annual General Meeting of shareholders of Bow Energy Ltd ABN 63 111 019 857 (**Company**) will be held at The Avro Room, Royal on the Park, Cnr Alice & Albert Street, Brisbane QLD 4000 on 27 November 2009 commencing at 10.00am (EST/Brisbane time).

Agenda

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Income Statements, Balance Sheets, Statements of Changes in Equity, Cash Flow Statements and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2009.

1. Resolution One - Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the year ended 30 June 2009 (as set out in the Directors' Report) is adopted."

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

2. Resolution Two – Re-election of Stephen Bizzell as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

"That Mr Stephen Bizzell, who retires by rotation in accordance with Article 39 of the Company's Constitution and, being eligible, offers himself for re election, be re-elected as a Director."

SPECIAL BUSINESS

3. Resolution Three – Change of Auditor

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

"That in accordance with section 327B of the Corporations Act, BDO Kendalls Audit & Assurance (Qld) Pty Ltd, having been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001 and having consented to act as auditor of the Company be appointed as auditor of the Company."

4. Resolution Four – Non-Executive Directors' remuneration

To consider and, if thought fit, pass the following Ordinary Resolution without amendment:

"That in accordance with Listing Rule 10.17 of the Official Listing Rules of the ASX Limited (ASX) and Article 40.2 of the Company's Constitution, the total aggregate annual remuneration payable to non-executive Directors of the Company be increased by \$250,000, from \$250,000 to a maximum of \$500,000."

VOTING EXCLUSION STATEMENT

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

- A Director; and
- An associate of a Director.

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. Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board

DP Cornish, Company Secretary
26 October 2009

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of **Bow Energy Ltd ABN 63 111 019 857 (Company)** to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at The Avro Room, Royal on the Park, Cnr Alice & Albert Street, Brisbane QLD 4000 on 27 November 2009 commencing at 10.00am (EST/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. Consider the Company's 2009 Annual Report

The Corporations Act requires the Company's Annual Report comprising the Directors' Report, the Auditor's Report, Directors' Declaration, Income Statements, Balance Sheets, Statement of Changes in Equity and Cash Flow Statements to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Company's Annual Report. The Company's 2009 Annual Report is placed before the shareholders for discussion. No voting is required for this item.

Please note that you may obtain a copy of the 2009 Annual Report from the Company's website www.bowenergy.com.au.

3. Resolution One - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2009 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2009 Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors of the Company.

4. Resolution Two – Election of Stephen Bizzell as a Director

Mr Stephen Bizzell retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a non-executive Director.

Mr Bizzell was appointed on 17 September 2004.

Stephen Bizzell is a Chartered Accountant and early in his career was employed in the Corporate Finance division of Ernst & Young and the Corporate Tax division of Coopers & Lybrand. He has had considerable experience and

success in the fields of corporate restructuring, debt and equity financing, and mergers and acquisitions and has over 14 years' corporate finance and public company management experience in the resources sector in Australia and Canada with various public companies.

He is Chairman of boutique investment banking and funds management group Bizzell Capital Partners Pty Ltd. Mr Bizzell is currently an Executive Director of Arrow Energy, Chairman of Renison Consolidated Mines NL and non-executive Director of Hot Rock Limited.

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

The Directors (with Mr Bizzell abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution Three – Change of Auditor

Pursuant to Resolution 3, the Company is seeking shareholder approval to appoint BDO Kendalls Audit & Assurance (Qld) Pty Ltd (an Authorised Audit Company) as auditor of the Company.

As a result of an internal restructure of the accounting firm that currently provides audit services to the Company, BDO Kendalls (Qld) (the partnership currently appointed as auditor of the Company) (**Current Auditor**), notified the Company of its intention to resign as auditor, taking effect from the date of this Meeting and has applied for and received ASIC's consent to its resignation pursuant to section 329 (5) of the Corporations Act. In accordance with ASIC's consent, the Current Auditor's resignation will take effect on the date of the Meeting. Accordingly, it is proposed that simultaneously with this resignation, BDO Kendalls Audit & Assurance (Qld) Pty Ltd be appointed as the Company's auditor with effect from the date of this Meeting.

The Company has received a Notice of Nomination to appoint BDO Kendalls Audit & Assurance Qld Pty Ltd as the auditor of the Company in accordance with section 328B of the Corporations Act. A copy of the Notice of Nomination of BDO Kendalls Audit & Assurance (Qld) Pty Ltd as auditor is attached (Schedule 1). The members at the AGM will be asked to vote on the appointment of BDO Kendalls Audit & Assurance (Qld) Pty Ltd as auditor effective upon the passing of this Resolution 3.

The directors of the Company recommend that you vote in favour of this Ordinary Resolution.

6. Resolution Four – Non-Executive Directors' remuneration

In order for the total aggregate annual remuneration payable to Non-Executive Directors of the Company to be increased, Listing Rule 10.17 of the ASX Listing Rules and Article 40.2 of the Company's Constitution must be complied with. The ASX Listing Rules and the Constitution provide that the Company must not increase the amount of remuneration payable to Non-Executive Directors of the Company unless shareholders approve such an increase.

Additionally, Listing Rule 10.17.2 of the ASX Listing Rules provides that if Non-Executive Directors are paid, they must be paid a fixed sum. All Non-Executive Directors will be paid a fixed sum as determined at the sole discretion of the Board.

Further details on the remuneration paid to Non-Executive Directors are set forth in the Remuneration Report contained in the Directors' Report section of the Annual Report.

Pursuant to this Resolution 4, shareholder approval is sought to increase the total aggregate annual remuneration payable to Non-Executive Directors of the Company from \$250,000 to a maximum aggregate amongst all Non-Executive Directors of \$500,000 (to be divided between Non-Executive Directors as the board determines).

Over the last year, Bow Energy has experienced considerable growth. Our market capitalisation has grown from \$30 million to over \$300 million and we now have over 6,500 shareholders compared to 2,900 a year ago.

The Board considers that this increase in the total aggregate annual remuneration payable to Non-Executive Directors is necessary to provide the Company with the ability to attract and retain directors of the highest calibre, which may require the ability to increase the remuneration payable to the current Non-Executive Directors and any additional Non-Executive Directors who might join the Board.

A further factor to consider for Resolution 4 is brought about by the recent rebalances of the S&P/ASX indices by Standard and Poor's (S&P) that saw Bow Energy Ltd added to the All Australian 200 index, effective close of business 11 September 2009 and the ASX 300 index, effective close of business 18 September 2009.

ASX Listing Rule 12.7 requires that entities in the Top 300 of the S&P index at the beginning of its financial year must have an Audit Committee during that year and comply with the Best Practice Recommendations set by the ASX Corporate Governance Council in relation to composition, operation and responsibility of the Audit Committee, namely that it:

- Consists only of Non-Executive Directors
- Consists of a majority of independent Directors
- Is chaired by an independent chair, who is not chair of the Board
- Has at least three members

Bow Energy Ltd's Audit & Risk Management Committee currently comprises two independent Non-Executive Directors (Messrs Stephen Bizzell and Nicholas Mather).

Should Bow Energy remain in the S&P/ASX 300 index at 1 July 2010, at least one additional Non-Executive Director will be required to be appointed to Bow Energy Ltd to comply with ASX Listing Rule 12.7.

The Company believes that all relevant information concerning Resolution 4 required in respect of Listing Rule 10.17 is included in the text, and accompanying notes, of this resolution in the Notice of Meeting.

7. Interpretation

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

Company means Bow Energy Ltd ABN 63 111 019 857.

Corporations Act means the *Corporations Act* 2001 (Commonwealth).

Listing Rules means the listing rules of the ASX.

Meeting means the General Meeting of the Company to be held on 27 November 2009.

Notice means this notice of meeting.

Resolution means a resolution to be proposed at the Meeting.

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

Bow Energy Ltd

Street address: Level 5, 60 Edward Street, Brisbane QLD 4000

Postal address: GPO Box 5244, Brisbane QLD 4001

Ph: (07) 3303 0675 **Fax:** (07) 3303 0651

Email: info@bowenergy.com.au

Schedule 1

Notice of Nomination of BDO Kendalls Audit & Assurance (Qld) Pty Ltd as auditor

6 October 2009

The Directors
Bow Energy Ltd
GPO Box 5244
Brisbane QLD 4001

Dear Directors

RE: Nomination of BDO Kendalls Audit & Assurance (Qld) Pty Ltd as Auditor

Pursuant to Section 328B(1) of the *Corporations Act 2001* (Cwth), I, Duncan Cornish, being a member of Bow Energy Ltd (ABN 63 111 019 857) (**Company**) hereby nominate BDO Kendalls Audit & Assurance (Qld) Pty Ltd of Level 18, 300 Queen Street, Brisbane QLD 4000 for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Please distribute copies of the notice as required by Section 328B(3) of the *Corporations Act 2001* (Cwth).

Yours faithfully


Duncan Cornish

Proxy, Representative and Voting Entitlement Instructions

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 (Cwlth)*.

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 **deposited at, posted to, sent by facsimile transmission or lodged online at the address listed 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.

Bow Energy Limited
Mail: C/- Link Market Services Limited
Locked Bag A14, Sydney South NSW 1235 Australia
Hand: C/- Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
Fax: +61 2 9287 0309
Online: www.linkmarketservices.com.au

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.

A proxy form is attached to this Notice.

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 25 November 2009 (AEDT). Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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.

Lodging Online

You may lodge your proxy form (and any Power of Attorney under which it is signed) online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given on that website. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on Link's website.


LODGE YOUR VOTE

 **By mail:**
Bow Energy Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **By fax:** +61 2 9287 0309

 **ONLINE**

www.linkmarketservices.com.au

All enquiries to:
 **Telephone:** (02) 8280 7454



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Bow Energy Ltd 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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Friday, 27 November 2009, at The Avro Room, Royal on the Park, Cnr Alice & Albert Street, Brisbane QLD 4000 and at any adjournment or postponement of the meeting.

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 **X**

STEP 2 **VOTING DIRECTIONS**

	For	Against	Abstain*
Resolution 1 Remuneration Report (Non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Stephen Bizzell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Non-Executive Directors' Remuneration	<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 **IMPORTANT - VOTING EXCLUSIONS**

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating 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 4.

STEP 4 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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).



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 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 shareholder of the company. A proxy may be an individual or a body corporate.

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.

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.
- (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 10:00am on Wednesday, 25 November 2009, 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:

 **by mail:**
Bow Energy Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

 **by fax:**
+61 2 9287 0309

 **online:** **ONLINE** www.linkmarketservices.com.au

lodging it online at Link's website (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);

 **by hand:**
delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

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