



## Notice of Annual General Meeting and Explanatory Memorandum

### **Bow Energy Ltd**

ABN 63 111 019 857

Date of Meeting: 21 November 2011

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

Place of Meeting: Royal on the Park, Cnr Alice & Albert Streets, 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 Royal on the Park, Cnr Alice & Albert Streets, Brisbane QLD 4000 on 21 November 2011 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, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2011.

#### 1. Resolution One – Re-election of Ron Prefontaine as a Director

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

"That Mr Ron Prefontaine, 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."

#### 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."

#### 3. Resolution Three - Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2011 (as set out in the Directors' Report) is adopted."

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

#### Voting Restriction pursuant to Section 250R(4) of the Corporations Act

Terms used in this Notice of Meeting are defined in the Interpretation section of the accompanying Explanatory Memorandum.

A vote must not be cast (in any capacity) on Resolution Three by or on behalf of a member of the Company's Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report and their Closely Related Parties, whether as a shareholder or as a KMP's proxy. However, a vote may be cast on Resolution Three by a KMP, or a Closely Related Party of a KMP, if:

- the vote is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on Resolution Three; and

- the vote is not cast on behalf of a KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of a KMP.

**ASIC Relief**

The Company has obtained relief from ASIC allowing the Chairman to vote undirected proxies on the conditions set out in the Explanatory Memorandum.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution Three.

**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  
Duncan Cornish, Company Secretary  
20 October 2011

# 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 Royal on the Park, Cnr Alice & Albert Streets, Brisbane QLD 4000 on 21 November 2011 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 the Interpretation section.

## 2. Consider the Company's 2011 Annual Report

The Corporations Act requires the Company's Annual Report comprising the Directors' Report, the Auditor's Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial 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 2011 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 2011 Annual Report from the Company's website [www.bowenergy.com.au](http://www.bowenergy.com.au).

## 3. Resolution One – Re-Election of Ron Prefontaine as a Director

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

Mr Prefontaine was appointed on 17 September 2004.

Mr Prefontaine served as Managing Director following Bow's registration on 17 September 2004. In April 2010 he was appointed Executive Director as part of an executive restructure, focusing on technical and business development.

He has over 31 years exploration and production experience in the petroleum industry.

Since 1994 he has consulted to the industry in technical and management positions, which included being a Director for Arrow Energy Ltd (Arrow) from 2001 to 2005. At Arrow, Mr Prefontaine was in charge of its early successful CSG exploration program.

Mr Prefontaine founded Australian CBM Pty Ltd (now owned by Arrow Energy Ltd), Permian Oil Pty Ltd (now owned by BG Group), SEQOil Pty Ltd (now owned by Bow Energy Ltd) and Ocellaris Oil Pty Ltd (now owned by Bow Energy Ltd).

Mr Prefontaine is past President of the Petroleum Exploration Society of Australia (Queensland) and the Queensland Petroleum Exploration Society. In 2008, he was presented with the inaugural John Doran Good Oil Conference lifetime achievement award in recognition of his service to the oil and gas industry.

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

#### 4. Resolution Two – Re-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.

A Chartered Accountant, Mr Bizzell spent his early career in the corporate finance division of Ernst & Young and the corporate tax division of Coopers & Lybrand. He is highly experienced in the fields of corporate restructuring, debt and equity financing, mergers and acquisitions and has over 15 years corporate finance and public company management experience in the resources sector in Australia and Canada.

Mr Bizzell is Chairman of boutique corporate advisory and funds management group Bizzell Capital Partners and an Executive Director of Dart Energy Ltd.

Mr Bizzell was previously an Executive Director of Arrow Energy Ltd from 1999 until its recent acquisition by Royal Dutch Shell and PetroChina for \$3.5 billion. He was instrumental in Arrow's corporate and commercial success and its growth from a junior explorer to a large integrated energy company.

Mr Bizzell is the Chairman of the Company's Audit and Risk Management Committee and Remuneration Committee.

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

#### 5. Resolution Three - Remuneration Report

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Annual Report is available to download on the Company's website, [www.bowenergy.com.au](http://www.bowenergy.com.au).

Under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

In summary the Remuneration 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.

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, members of Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution (**Voting Restriction**) put to Shareholders that the remuneration report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where the Chairman or any other member of the Key Management Personnel is appointed in writing (by a shareholder who is not a member of the Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company. It is not clear in the amendments to the Corporations Act whether the Management Proxy will be able to vote where the proxy appointment does not give specific instructions on how to vote on a resolution to adopt the remuneration report. In order to resolve this, during 2011, the Federal Government proposes to amend the Corporations Act to make clear that a chairperson is permitted to vote undirected proxies on remuneration report resolutions.

In order to ensure strict compliance with the relevant provisions of the Corporations Act in relation to the Voting Restriction, the Company has obtained from ASIC relief allowing the Chairman to vote undirected proxies. The relief applies to the casting of a vote of the Chairman in the following circumstances:

- (a) Mr Howard Stack or, in the alternative, Mr Stephen Bizzell has been elected, by either the directors or the members of the Company, to be the chair of the AGM of the Company to be held on or about 21 November 2011 and at any adjournment or postponement of that meeting;
- (b) the chair has been appointed by a member of the Company who is not a person mentioned in paragraph (a) or (b) of subsection 250R(4) as the member's proxy to attend and vote for the member at the meeting in relation to the resolution;
- (c) the appointment does not specify the way the chair is to vote on the resolution;
- (d) the appointment expressly authorises the chair to exercise the proxy in relation to the resolution even if resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair;
- (e) the notice of the meeting and the proxy form which accompanies the notice of meeting contains a statement as to how the chair, if appointed as the member's proxy and the appointment does not specify the way the chair is to vote on the resolution, intends to vote on the resolution; and
- (f) the proxy form which accompanies the notice of meeting is substantially in the form of the draft proxy form provided to ASIC on 29 September 2011.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution Three.

Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

## 6. Interpretation

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

**ASX** means the ASX Limited ABN 98 008 624 691.

**Board** means the board of Directors of the Company.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

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

**Company** means Bow Energy Limited ABN 63 111 019 857.

**Directors** means the directors of the Company.

**Key Management Personnel** or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the Listing Rules of ASX Limited.

**Meeting** means this Annual General Meeting.

**Notice of Meeting** means the notice of meeting convening the Meeting and the Explanatory Memorandum.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

**Resolution** means a resolution to be proposed at the Meeting.

**Shareholder** means a holder of ordinary shares in the Company.

**Shares** means ordinary fully paid shares in the issued capital of the Company.

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 26, 10 Eagle Street, Brisbane QLD 4000

**Postal address:** GPO Box 5244, Brisbane QLD 4001

**Telephone:** +61 7 3238 6300 | **Fax:** +61 7 3238 6399

**Email:** [info@bowenergy.com.au](mailto:info@bowenergy.com.au)

# 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 Delivery:** C/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

**Fax:** +61 2 9287 0309 | **Online:** [www.linkmarketservices.com.au](http://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’s Share Registry.

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 (EST/Brisbane time) on 19 November 2011 (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:

<b>Individual:</b>	Where the holding is in one name, the holder must sign.
<b>Joint Holding:</b>	Where the holding is in more than one name, all of the security holders should sign.
<b>Power of Attorney:</b>	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.
<b>Companies:</b>	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](http://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.

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

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

**All enquiries to:** Telephone: 1300 554 474    Overseas: +61 2 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 individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Bow Energy Ltd to be held at **Royal on the Park, Cnr Alice & Albert Streets, Brisbane QLD 4000 on 21 November 2011 commencing at 10.00am (EST/Brisbane time)** and at any adjournment of that meeting.



#### IMPORTANT NOTE

The Chairman of the Meeting intends to vote undirected proxies in **favour of each item of business**. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you authorise the Chairman to exercise your proxy on Item 3, that the Remuneration Report for the year ended 30 June 2011 (as set out in the Directors' Report) be adopted, even though the Item is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. If you do not wish to authorise the Chairman to vote in this way, you should direct your vote in accordance with Step 2 below.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

### STEP 2

### VOTING DIRECTIONS

	For	Against	Abstain <sup>2</sup>
<b>Resolution 1</b> Re-election of Ron Prefontaine as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Stephen Bizzell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** <sup>2</sup> If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**BOW PRX110**



## 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 should 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.

If a member of the Key Management Personnel of the Company (except for the Chairman) or their closely related parties is your proxy, that person will not vote your shares on Resolution 3 (Remuneration Report) if you have not directed them how to vote on that item.

Key Management Personnel of the company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly. The Remuneration Report identifies the company's Key Management Personnel for the financial year to 30 June 2011. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

### 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 (EST/Brisbane time) on Saturday, 19 November 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**  [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



**by mail:**

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



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 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.**