



Austin Exploration Limited ACN 114 198 471

Listed on the Australian Securities Exchange ("AKK") and the OTC-QX International in the USA (AUN-XY)

ASX ANNOUNCEMENT

28 February 2012

For Immediate Release

The Manager
Companies Announcements Officer
Australian Stock Exchange
Electronic Lodgement

Notice of Meeting and Proxy Form

Dear Sir/Madam,

The Board of Austin Exploration Limited (Austin) (ASX: "AKK") provides the Notice of Meeting and Proxy Form in relation to the Shareholder General Meeting scheduled for 30 March at 10am(AEDT) in Melbourne. The meeting is in relation to the Capital Raising announced to the market on 22 February 2012.

On behalf of the Board

David Nairn
Company Secretary

MEDIA AND INVESTOR CONTACT:

Guy Goudy
Company Director
Austin Exploration Limited
c/o HLB Mann Judd 03 9606 3888
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AUSTIN EXPLORATION LIMITED ACN 114 198 471

NOTICE OF GENERAL MEETING

TIME: 10:00 am (AEDT)
DATE: 30 March 2012
PLACE: HLB Mann Judd
Level 1
160 Queen Street
Melbourne, Victoria 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9606 3888.

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TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Austin Exploration Limited which this Notice of Meeting relates to will be held at **10:00 am (AEDT) on 30 March 2012 at HLB Mann Judd, Level 1, 160 Queen Street, Melbourne, Victoria.**

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by no later than 10.00am (AEDT) Wednesday, 28th March and in accordance with the instructions set out on the Proxy Form.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Austin Exploration Limited will be held at HLB Mann Judd, Level 1, 160 Queen Street, Melbourne, Victoria at 10:00 am (AEDT) on 30 March 2012 (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7:00 pm (AEDT) on 28 March 2012.

Terms and abbreviations used in this Notice of General Meeting and Explanatory Statement are defined in the glossary or in the Explanatory Statement.

AGENDA

The Explanatory Statement to this Notice of Meeting describes the matters to be considered at the Meeting.

ORDINARY BUSINESS

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE – SHARE AND OPTION PLACEMENT

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment allot and issue of 44,000,000 Shares and 44,000,000 Options, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 1

2. RESOLUTION 2 – PLACEMENT OF SHORTFALL UNDER SHARE PURCHASE PLAN

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to that number of Shares, which when multiplied by the issue price, will raise up to \$5,000,000 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need

not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 2

3. RESOLUTION 3 – APRIL PLACEMENT – SHARES AND OPTIONS

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 380,000,000 Shares and 190,000,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 3

4. RESOLUTION 4 – ISSUE OF ADVISOR OPTIONS

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 300,000,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 4

5. RESOLUTION 5 – ISSUE OF OPTIONS IN LIEU OF CONSULTING FEES

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 500,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 5

6. RESOLUTION 6 – PARTICIPATION OF DIRECTOR IN PLACEMENT – GUY GOUDY

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,725,000 Shares and 862,500 attaching Options to Mr Guy Goudy (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Guy Goudy (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 6

7. RESOLUTION 7 – PARTICIPATION OF DIRECTOR IN PLACEMENT – MARK HART

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,725,000 Shares and 862,500 attaching Options to Dr Mark Hart (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Dr Mark Hart (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the

person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 7

8. RESOLUTION 8 – PARTICIPATION OF DIRECTOR IN PLACEMENT – NIGEL HARTLEY

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,725,000 Shares and 862,500 attaching Options to Mr Nigel Hartley (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Nigel Hartley (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 8

9. RESOLUTION 9 – PARTICIPATION OF DIRECTOR IN PLACEMENT – DOMINIC PELLICANO

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,725,000 Shares and 862,500 attaching Options to Mr Dominic Pellicano (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Dominic Pellicano (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 9

10. RESOLUTION 10 – PARTICIPATION OF FUTURE DIRECTOR IN PLACEMENT – RICHARD COTTEE

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue up to 1,725,000

Shares and 862,500 attaching Options to Mr Dominic Pellicano (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Richard Coffee (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 10

11. RESOLUTION 11 – APPROVAL OF PERFORMANCE RIGHTS PLAN

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

*"That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to establish and maintain an executive, director and employee performance rights plan (**Plan**) on the terms and conditions summarised in the accompanying Explanatory Memorandum and the grant of Performance Rights from time to time under the Plan, and the issue of Shares on conversion of Performance Rights, as an exception to Listing Rule 7.1."*

Voting Exclusion: The Company will disregard any votes cast on Resolution 11 by any of the Directors of the Company or the persons who may participate in the proposed grant of Performance Rights referred to in Resolution 11 or who may obtain a benefit if the Resolution is passed (except a benefit solely in the capacity of a holder of ordinary securities) and an associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 11

12. RESOLUTION 12 – CHANGE OF COMPANY NAME

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

“That, for the purpose of Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to “BEI Petroleum Limited””.

The Chairman of the Meeting intends to vote all available proxy votes in favour of Resolution 12

**DATED: 24 FEBRUARY 2012
BY ORDER OF THE BOARD
DAVID NAIRN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – SHARE AND OPTION PLACEMENT

1.1 General

On 31 January 2012, the Company issued 44,000,000 Shares at an issue price of \$0.027 per Share, to raise \$1,188,000 (before costs), together with one free attaching Option for every Share subscribed and issued (**January Placement**).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the January Placement Shares and Options (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 44,000,000 Shares and 44,000,000 Options were allotted;
- (b) the issue price was \$0.027 per Share;
- (c) the issue price of the Options was nil as they were issued free attaching with the Shares on a 1 for 1 basis;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options issued will be 'I Class Listed Options' on the terms and conditions set out in Schedule A;

- (f) the Shares and Options were allotted and issued to new and current sophisticated investors of the Company. None of these subscribers are related parties of the Company; and
- (g) the funds raised from this issue were used for ongoing and further exploration on the Company's projects in the United States of America.

2. RESOLUTION 2 – PLACEMENT OF SHORTFALL UNDER SHARE PURCHASE PLAN

2.1 Background

On 22 February 2012 the Company announced that it was proposing to undertake a share purchase plan to offer Shareholders the right to subscribe for additional Shares in the Company (**Share Purchase Plan**). The total amount that may be raised under the Share Purchase Plan is \$5,000,000 (subject to the right of the Directors to accept oversubscriptions in its discretion and not issuing a quantity of Shares in excess of 30% of the number of Shares on issue).

In the event that less than the \$5,000,000 is raised under the Share Purchase Plan the Directors intend to place up to that number of Shares, when multiplied by the issue price, would raise up to the difference between \$5,000,000 and the amount subscribed under the Share Purchase Plan (**Shortfall Amount**). Placement of the Shortfall Amount will be at the discretion of the Directors, and at the same issue price as Shares issued under the Share Purchase Plan.

Resolution 2 seeks Shareholder approval for the allotment and issue of up to that number of Shares that would raise the Shortfall Amount.

A summary of the requirements of ASX Listing Rule 7.1 is outlined in Section 1.1 above.

The effect of Resolution 2 will be to allow the Directors to issue the Shares pursuant to the Shortfall Amount during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Share Purchase Plans

Listing Rule 7.2, Exception 15 provides an exception to the requirement to seek Shareholder approval for the issue of Shares where the Company undertakes a security purchase plan, such as the Share Purchase Plan. In order to comply with the exception in Listing Rule 7.2:

- (a) the security purchase plan must comply with ASIC Class Order 09/425;
- (b) the number of shares to be issued under the security purchase plan must not exceed 30% of the number of fully paid ordinary shares already on issue; and
- (c) the issue price for shares under the security purchase plan must be at least 80% of the average market price for securities in that class calculated over the last 5 days on which sales in the securities were recorded either before the day on which the issue was announced or before the day on which the issue is made.

The Share Purchase Plan to be undertaken by the Company complies with the requirements of Listing Rule 7.2, Exception 15. However, Exception 15 will not apply to any Shares issued as part of the Shortfall Amount. Accordingly, the approval of Shareholders is required to enable the Company to issue Shares equivalent to the Shortfall Amount.

2.3 Technical information required for ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of Shares to be issued is 172,413,793 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be 2.9 cents per Share, being the price at which the Shares are being offered under the Share Purchase Plan;
- (d) the Shares will be allotted and issued to current sophisticated and institutional investors of the Company. All subscribers will be subscribers that comply with Section 708 of the Corporations Act;
- (e) none of the subscribers will be related parties of the Company;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (g) the funds raised from this issue will be to progress the Company's multi-well US drilling programme including multiple wells across Austin's Eagle Ford.

3. RESOLUTION 3 – APPROVAL OF SHARE AND OPTION PLACEMENT

3.1 General

Resolution 3 seeks Shareholder approval for the allotment and issue of up to 380,000,000 Shares at an issue price of \$0.029 per Share, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued, to raise up to \$11,020,000 (**April Placement**).

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 3 will be to allow the Directors to issue the Shares and Options pursuant to the April Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the April Placement:

- (a) the maximum number of Shares to be issued is 380,000,000 and the maximum number of Options to be issued is 190,000,000;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be \$0.029 per Share and nil per Option as the Options will be issued free attaching with the Shares on a one (1) for two (2) basis;
- (d) with the exception of those Shares and Options to be issued to Related Parties (as set out in Resolutions 6 to 10), the Shares and Options will be allotted and issued to clients of Hartleys Limited and Otsana Capital Limited, and none of these subscribers will be related parties of the Company;
- (e) pursuant to Resolutions 6 to 10 a total of 8,625,000 Shares and 4,312,500 Options will be issued to the Related Parties;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Options issued will be 'I Class Listed Options' on the terms and conditions set out in Schedule A; and
- (h) the Company intends to use the funds raised from the April Placement to progress the Company's multi-well US drilling programme including multiple wells across Austin's Eagle Ford and Niobrara Shale Projects.

4. RESOLUTION 4 – ISSUE OF ADVISOR OPTIONS

4.1 General

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 300,000,000 Options at an issue price of 0.0001 cents per Option to raise up to \$300.00 (**Option Placement**).

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 4 will be to allow the Directors to issue the Options pursuant to the Option Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Options to be issued is 300,000,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or

modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;

- (c) the issue price will be 0.0001 cents per Option;
- (d) the Options will be allotted and issued to Hartleys Limited and Otsana Capital Limited (or their respective nominees). None of these subscribers will be related parties of the Company;
- (e) the Options issued will be 'I Class Listed Options' on the terms and conditions set out in Schedule A; and
- (f) the Company intends to use the funds raised from the issue of the Advisor Options towards working capital.

5. RESOLUTION 5 – ISSUE OF OPTIONS IN LIEU OF CONSULTING FEES

5.1 General

Resolution 5 seeks Shareholder approval for the allotment and issue of up to 500,000 Options in consideration for consulting services provided by JohnstonWells in connection with the Company's American operations.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 5 will be to allow the Directors to issue the Options pursuant to the Option Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Options to be issued is 500,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Options will be issued for nil cash consideration as part consideration for public relations and consulting services provided in connection with the Company's American operations;
- (d) the Options will be allotted and issued to Gwinavere Johnston (or her respective nominee), who is the founder of JohnstonWells, and is not a related party of the Company;
- (e) the Options issued will be 'K Class Options' on the terms and conditions set out in Schedule B; and
- (f) no funds will be raised from the issue as the Options are being issued in consideration for consulting services provided.

6. RESOLUTIONS 6 TO 10 – PARTICIPATION OF DIRECTORS IN APRIL PLACEMENT

6.1 General

It is proposed that various related parties of the Company (or their respective nominees) participate in the April Placement referred to in Resolution 3.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Mr Guy Goudy, Dr Mark Hart, Mr Nigel Hartley and Mr Dominic Pellicano are considered to be related parties of the Company as they are directors of the Company. Mr Richard Cottee is considered to be a related party of the Company because it is anticipated that he will be appointed as a director of the Company from 24 March 2012.

Accordingly, Resolutions 6 to 10 seek Shareholder approval pursuant to ASX Listing Rule 10.11 to enable each of the Directors to participate in the Placement.

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the company, the company must:

- (a) obtain the approval of the company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and give the benefit within 15 months following such approval,
- (b) unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The Directors consider that participation in the Placement will be on arm's length terms as the offer will be made on the same terms to all parties, regardless of whether they are associated with the Company or not. Accordingly, the proposed participation by the Directors falls within the arm's length terms exception provided by Section 210 of the Corporations Act to the requirement to obtain shareholder approval under Part 2E of the Corporations Act.

6.2 Technical information required by the ASX Listing Rules

The following information is provided for Resolutions 6 to 10 pursuant to and in accordance with ASX Listing Rules 10.13:

- (a) Mr Guy Goudy, Dr Mark Hart, Mr Nigel Hartley and Mr Dominic Pellicano (or their nominees) are proposing to participate in the April Placement, and are considered to be related parties of the Company as they are directors of the Company;

- (b) Mr Richard Cottee (or his nominee) is proposing to participate in the April Placement, and is considered to be a related party of the Company as it is proposed that he will be appointed as a director of the Company from 24 March 2012;
- (c) the maximum number of Shares and Options each Director (or their nominee) will subscribe for under the April Placement is as follows:

Director	Shares	Options
Mr Guy Goudy	1,725,000	862,500
Dr Mark Hart	1,725,000	862,500
Mr Nigel Hartley	1,725,000	862,500
Mr Dominic Pellicano	1,725,000	862,500
Richard Cottee*	1,725,000	862,500
TOTAL	8,625,000	4,312,500

* to be appointed

- (d) the issue price under the April Placement will be 2.9 cents per Share, and nil per Option as the Options will be issued free attaching with the Shares on a one (1) for two (2) basis;
- (e) the Shares and Options to be issued to the Directors will be issued no later than one month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Options issued will be 'I Class Listed Options' on the terms and conditions set out in Schedule A; and
- (h) as outlined in Section 3.2 above, the Company intends to use the funds raised from the April Placement to progress the Company's multi-well US drilling programme including multiple wells across Austin's Eagle Ford and Niobrara Shale Projects.

7. RESOLUTION 11 – APPROVAL OF PERFORMANCE RIGHTS PLAN

ASX Listing Rule 7.1 requires a listed company to obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any rolling 12 month period.

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 9) which provides that issues under an employee incentive plan are exempt for a

period of 3 years, from the date on which shareholders approve the issue of securities under the plan as an exception to ASX Listing Rule 7.1.

Resolution 11 seeks Shareholder approval for the adoption of a performance rights plan (**Plan**) in accordance with Exception 9 of ASX Listing Rule 7.2. If Resolution 11 is passed, the Company will be able to grant entitlements to Shares (**Performance Rights**) under the Plan, and issue Shares on conversion of Performance Rights, without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 3 year period. Shareholders should note that no Performance Rights have previously been granted under this Plan.

Unless subject to specific agreement with the Board, the grant or vesting of Performance Rights will be subject to the participant remaining employed or engaged by the Company.

A Performance Right granted under the Plan will not vest unless any vesting conditions advised to the participant by the Board have been satisfied. The Company is of the view that, given its stage of development, any vesting conditions set by the Board will be appropriate to attract, retain and motivate key employees to execute the Company's stage of the business plan at the time of grant.

The terms attaching to grants of Performance Rights beyond this initial phase of business development will be structured so as to best fit the Company's position at that time.

A summary of the terms and conditions of the Plan is set out in Schedule C.

No Performance Rights have been issued under the Plan as at the date of this Notice.

8. RESOLUTION 12 – CHANGE OF COMPANY NAME

The new name proposed to be adopted under Resolution 12 is "**BEI Petroleum Limited**".

The Directors believe that this new name more accurately reflects the proposed future operations of the Company.

9. ENQUIRIES

Shareholders are required to contact the Company Secretary on (+61 3) 9606 3888 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

GENERAL MEETING OR MEETING MEANS THE MEETING CONVENED BY THE NOTICE.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

Board means the current board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Austin Exploration Limited (ACN 114 198 471).

Constitution means the Company's constitution.

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

Directors mean the current Directors of the Company.

Explanatory Statement means this explanatory statement to the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice means the notice of meeting which forms part of this Explanatory Statement.

Option means an option to acquire a Share.

Resolutions means the Resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

EST means Australian Eastern Standard Time.

SCHEDULE A – TERMS AND CONDITIONS OF I CLASS LISTED OPTIONS

The following is a summary of the key terms and conditions of the *'I Class Listed Options'*:

- (a) Each I Class Listed Option gives the Optionholder the right to subscribe for one share.
- (b) The I Class Listed Options will expire at 5.00pm (EST) on 6 July 2013 ("**Expiry Date**"). Any I Class Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each I Class Listed Option will be \$0.055 ("**Exercise Price**").
- (d) The I Class Listed Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their I Class Listed Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of I Class Listed Options specifying the number of I Class Listed Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of I Class Listed Options being exercised;("Exercise Notice").
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of shares required under these terms and conditions in respect of the number of I Class Listed Options specified in the Exercise Notice.
- (h) The I Class Listed Options are freely transferable.
- (i) All shares allotted upon the exercise of I Class Listed Options will upon allotment rank pari passu in all respects with other shares.
- (j) Subject to meeting the listing requirements, the Company will apply for quotation of the I Class Listed Options on ASX. The Company will also apply for quotation of all shares allotted pursuant to the exercise of I Class Listed Options on ASX within 10 Business Days after the date of allotment of those shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the I Class Listed Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the I Class Listed Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their I Class Listed Options prior to the date for determining entitlements to participate in any such issue.
- (m) An I Class Listed Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the I Class Listed Option can be exercised.

SCHEDULE B – TERMS AND CONDITIONS OF K CLASS OPTIONS

The following is a summary of the key terms and conditions of the '**K Class Options**':

- (a) Each K Class Option gives the Optionholder the right to subscribe for one share.
- (b) The K Class Options will expire at 5.00pm (AEDT) on 12 December 2013 ("**Expiry Date**"). Any K Class Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each K Class Option will be \$0.055 ("**Exercise Price**").
- (d) The K Class Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their K Class Options by lodging with the Company, before the Expiry Date:
 - (iii) a written notice of exercise of K Class Options specifying the number of K Class Options being exercised; and
 - (iv) a cheque or electronic funds transfer for the Exercise Price for the number of K Class Options being exercised;("Exercise Notice").
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of shares required under these terms and conditions in respect of the number of K Class Options specified in the Exercise Notice.
- (h) The K Class Options are not transferable except with the prior written consent of the board of directors of the Company.
- (i) All shares allotted upon the exercise of K Class Options will upon allotment rank pari passu in all respects with other shares.
- (j) The Company will not apply for quotation of the K Class Options on ASX. However, the Company will apply for quotation of all shares allotted pursuant to the exercise of K Class Options on ASX within 10 Business Days after the date of allotment of those shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the K Class Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the K Class Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their K Class

Options prior to the date for determining entitlements to participate in any such issue.

- (m) An K Class Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the K Class Option can be exercised.

SCHEDULE C – SUMMARY OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan to be adopted by Shareholders pursuant to Resolution 11:

- (a) The Plan is open to any director, full time or part time employee or consultant of the Company (including its subsidiaries) who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan.
- (b) Subject to the satisfaction of the vesting conditions set out in the offer letter given to eligible participants each Performance Right vests to one Share.
- (c) The Performance Rights shall vest, on one or more conditions which must be satisfied or circumstances which must exist before the Performance Rights will vest, as determined by the Board from time to time ("**Vesting Conditions**").
- (d) The Board may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest in the event of:
 - (i) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;
 - (ii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
 - (iii) any person becomes bound or entitled to acquire shares in the Company under:
 - (A) section 414 of the Corporations Act; or
 - (B) Chapter 6A of the Corporations Act;
 - (iv) the Company passes a resolution for voluntary winding up; or
 - (v) an order is made for the compulsory winding up of the Company, and
 - (vi) such a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Performance Rights shall automatically lapse.
- (e) In the event the holder ceases to be a director, full time or part time employee or consultant of the Company prior to the satisfaction of the Vesting Conditions, all Performance Rights shall automatically lapse.
- (f) Unless otherwise determined by the Board, the Performance Rights will be issued for nil cash consideration, and no consideration will be payable upon the vesting of the Performance Rights on the satisfaction of the Vesting Conditions.
- (g) The Company shall notify the holder upon the satisfaction of the Vesting Conditions. The holder may then exercise their right to accept the vesting of the Performance Rights and be issued the associated Shares.
- (h) The Company will not apply for quotation of the Performance Rights on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the vesting of Performance Rights on ASX within the period required by ASX.

- (i) All Shares allotted upon the vesting of Performance Rights will upon allotment rank pari passu in all respects with other Shares.
- (j) The Performance Rights are not transferable except with the prior written consent of the Board.
- (k) If Shares are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation or reserves or distributable profits, the number of Performance Rights to which each holder is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage accrues to the holder as a result of the bonus issue and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (l) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights to which each Participant is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) Subject to paragraphs (k) and (l), there are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless the Vesting Conditions have been satisfied and the relevant Shares have been issued prior to the records date for determining entitlements.
- (n) A Performance Right does not confer the right to vote or receive dividends.

AUSTIN EXPLORATION LIMITED
ACN 114 198 471

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:
 - if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

3. Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**
 - the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
 - if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
 - if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
 - if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
4. Section 250BC of the Corporations Act provides that, if:
 - an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
 - the appointed proxy is not the chair of the meeting; and
 - at the meeting, a poll is duly demanded on the resolution; and
 - either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

5. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
6. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - Directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting
8. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

Completed proxy forms should be sent to the Company's share registrar, Computershare Investor Services Pty Ltd as follows:

By mail: Austin Exploration Limited

C/- Computershare Investor Services Pty Ltd

GPO Box 242

MELBOURNE VIC 3001

Australia

By fax: Austin Exploration Limited

C/- Computershare Investor Services Pty Ltd

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

Custodian voting: For Intermediary Online subscribers only

www.intermediaryonline.com

so that it is received not later than 10.00am (AEDT) on 28 March 2012.

Proxy forms received later than this time will be invalid.



ABN 98 114 198 471

000001 000 AKK
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

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 10:00am (Melbourne time) Wednesday 28 March 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholding, 24 hours a day, 7 days a week:

<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 Austin Exploration 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 General Meeting of Austin Exploration Limited to be held at HLB Mann Judd, Level 1, 160 Queen Street, Melbourne, Victoria on Friday, 30 March 2012 at 10:00am (Melbourne time) and at any adjournment of that meeting. 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 11** even though the **item** is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Important for Item 10: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on **Item 10** 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, the Chairman of the Meeting will not cast your votes on **Item 10** 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 10** of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if the Chairman has an interest in the outcome of **this item** and that votes cast by the Chairman, 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.

ORDINARY BUSINESS	For	Against	Abstain	ORDINARY BUSINESS	For	Against	Abstain
Item 1 Ratification of prior issue - Share and Option Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7 Participation of Director in Placement - Mark Hart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Placement of Shortfall under Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8 Participation of Director in Placement - Nigel Hartley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 April Placement - Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 9 Participation of Director in Placement - Dominic Pellicano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10 Participation of Future Director in Placement - Richard Cottee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Issue of Options in lieu of Consulting Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Participation of Director in Placement - Guy Goudy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 12 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____