



ABN 90 008 787 988

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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of Aurora Oil and Gas Limited will be held at 10.00 am on Wednesday, 25 November 2009 (WST) at Level 31, 77 St Georges Terrace, Perth, Western Australia.**

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9440 2626.

## **NOTICE OF ANNUAL GENERAL MEETING**

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**Notice is hereby given** that the Annual General Meeting of Shareholders of Aurora Oil and Gas Limited ("Company") will be held at 10.00 am on Wednesday, 25 November 2009 (WST) at Level 31, 77 St Georges Terrace, Perth, Western Australia ("Meeting").

The Proxy Form forms part of this Notice of Annual General Meeting ("Notice").

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 as Shareholders of the Company at 5.00pm on Monday, 23 November 2009 (WST).

## **AGENDA**

### **ORDINARY BUSINESS**

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#### **Financial Statements and Reports**

To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2009 together with a directors' report in relation to that financial year and the auditor's report on the financial report.

#### **1. Adoption of Remuneration Report**

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

*"That the Remuneration Report of the Company and the entities it controlled during the year ended 30 June 2009 be adopted."*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### **2. Re-election of Ian Lusted as a Director**

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

*"That Ian Lusted who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."*

Details of Mr Lusted's experience and qualifications are provided in the Explanatory Statement which follows.

### **3. Re-election of Gren Schoch as a Director**

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

*"That Gren Schoch who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."*

Details of Mr Schoch's experience and qualifications are provided in the Explanatory Statement which follows.

### **4. Re-election of Michael Blakiston as a Director**

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

*"That Michael Blakiston who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."*

Details of Mr Blakiston's experience and qualifications are provided in the Explanatory Statement which follows.

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By Order of the Board

David Lim  
Company Secretary  
21 October 2009

## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2009 Annual General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in the Explanatory Statement are defined in the Glossary.

### **Financial Statements and Reports**

The Corporations Act 2001 (Cth.) requires the Company's financial statements and reports for the last financial year to be laid before the Annual General Meeting. The financial statements and reports are contained in the Company's 2009 Annual Report, which is available on the Company's website ([www.auroraoag.com.au](http://www.auroraoag.com.au)).

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

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As a Shareholder, you are entitled to submit one written question to the auditor prior to the Annual General Meeting providing that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days before 25 November 2009.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

A representative from the Company's audit firm will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

A reasonable time will be allowed at the Meeting for Shareholders to ask the auditor or the auditor's representative questions on the above matters.

### **Resolution 1: Adoption of Remuneration Report**

The Remuneration Report is required to be considered in accordance with section 250R of the Corporations Act 2001 (Cth).

The Remuneration Report, which details the Company's policy on the remuneration of Non-executive Directors, executive Directors and senior executives, is set out on pages 19 to 23 of the 2009 Annual Report a copy of which is available on the Company's website ([www.auroraoag.com.au](http://www.auroraoag.com.au)).

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

## **Resolution 2: Election of Director – Ian Lusted**

In accordance with Listing Rule 14.4 and clause 13.2 of the Constitution, at every Annual General Meeting, one third of the Directors (or if the number of Directors is not a multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or the Managing Director holds office for more than 3 years) for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr. Lusted was appointed a director on 14 April 2008. He is a member of the Society of Petroleum Engineers. He has had more than 15 years experience in the practice of petroleum engineering.

The Directors recommend that Shareholders vote in favour of this resolution.

## **Resolution 3: Election of Director – Gren Schoch**

In accordance with Listing Rule 14.4 and clause 13.2 of the Constitution, at every Annual General Meeting, one third of the Directors (or if the number of Directors is not a multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or the Managing Director holds office for more than 3 years) for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr. Schoch was appointed a director on 4 April 2005 and has extensive international oil & gas experience, primarily in Canada.

The Directors recommend that Shareholders vote in favour of this resolution.

## **Resolution 4: Election of Director – Michael Blakiston**

In accordance with Listing Rule 14.4 and clause 13.2 of the Constitution, at every Annual General Meeting, one third of the Directors (or if the number of Directors is not a multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or the Managing Director holds office for more than 3 years) for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr. Blakiston was appointed a director of the Company on 7 November 2003. He is a partner of law firm Blakiston & Crabb.

The Directors recommend that Shareholders vote in favour of this resolution.

## **Glossary**

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In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	Australian Securities Exchange Limited
<b>Board</b>	board of Directors
<b>Chair</b>	Mr Jonathan Stewart or such other person appointed chairman in accordance with the Constitution
<b>Company</b>	Aurora Oil & Gas Limited ABN 90 008 787 988
<b>Constitution</b>	constitution of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001 (Cth.)</i>
<b>Director</b>	director of the Company
<b>Remuneration Report</b>	the section of the Directors' report contained in the Annual Report entitled "remuneration report"
<b>Share</b>	fully paid ordinary share in the capital of the Company
<b>Shareholder</b>	a holder of a Share
<b>WST</b>	Australian Western Standard Time

**AURORA OIL & GAS LIMITED**

ABN 90 008 787 988

**PROXY FORM**

The Company Secretary  
 Aurora Oil & Gas Limited

**By delivery:**  
 Level 20, 77 St Georges Terrace  
 PERTH WA 6000

**By post:**  
 GPO Box 2530  
 PERTH WA 6001

**By facsimile:**  
 +61 8 9440 2699

I/We <sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint <sup>2</sup> \_\_\_\_\_

or failing such appointment the Chair of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 am on 25 November 2009 (WST) at Level 31, 77 St Georges Terrace, Perth, Western Australia and at any adjournment thereof in the manner indicated below or, in the absence of indication, as the Chair thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is \* [ ]% of the Shareholder's votes\*/ [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

**INSTRUCTIONS AS TO VOTING ON THE RESOLUTION**

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	To adopt the Remuneration Report for the year ended 30 June 2009 (non-binding resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Ian Lusted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Gren Schoch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Michael Blakiston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**OR**

*In relation to these Resolutions, if the Chair is to be your proxy and you do **not** wish to direct your proxy how to vote on the Resolution, please place a mark in this box.*

*By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if the Chair has an interest in the outcome of these resolutions and votes cast by the Chair other than as proxy holder will 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 these resolutions and your votes will not be counted in computing the required majority if a poll is called on these resolutions. The Chair intends to vote in favour of these resolutions.*

**IF THE CHAIR IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1, 2, 3 AND 4 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1, 2, 3 AND 4 WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

**Authorised signature/s** - This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

\_\_\_\_\_  
 Contact Name

\_\_\_\_\_  
 Contact Daytime Telephone

\_\_\_\_\_  
 Date

<sup>1</sup>Insert name and address of shareholder

<sup>2</sup>Insert name and address of proxy

\*Omit if not applicable

**Proxy Notes:**

A Shareholder entitled to attend and vote at the Meeting may appoint a person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that meeting, the representative of the corporation to attend the meeting must produce the appropriate Certificate of Appointment of Representation prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged the Power of Attorney with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (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 or received by facsimile transmission at the Perth office of the Company (Level 20, 77 St Georges Terrace, Perth, WA, 6000, or by post to PO Box 2530, Perth, WA, 6001 or Facsimile (08) 9440 2699 if faxed from within Australia or +618 9440 2699 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).