

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first Annual General Meeting of Target Energy Limited ("Target Energy" or the "Company") will be held on Thursday, 4 October 2007 commencing at 10 am at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company, together with the Directors' and Auditor's Reports for the period ending 30 June 2007.

#### 1. Resolution 1 -Non-binding approval of Remuneration Report

"That, for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the period ended 30 June 2007."

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

To consider and, if thought fit, pass the following resolutions as ordinary resolutions.

#### 2. Resolution 2 -Election of Didier Murcia

"That Mr Didier Murcia who retires in accordance with Clause 11.12 of the Constitution of the Company and, being eligible offers himself for election, is elected as a director of the Company."

#### 3. Resolution 3 -Election of Laurence Roe

"That Mr Laurence Roe who retires in accordance with Clause 11.12 of the Constitution of the Company and, being eligible, offers himself for election, is elected as a director of the Company."

#### 4. Resolution 4 -Election of Michael Martin

"That Mr Michael Martin who retires in accordance with Clause 11.12 of the Constitution of the Company and, being eligible, offers himself for election, is elected as a director of the Company."

#### 5. Resolution 5 -Election of Paul Lloyd

"That Mr Paul Lloyd who retires in accordance with Clause 11.12 of the Constitution of the Company and, being eligible, offers himself for election, is elected as a director of the Company."

#### 6. Resolution 6 - Appointment of Auditors

"That HLB Mann Judd, having been nominated to act as the Company's auditor and having consented to act, be and are hereby re-appointed as the Company's auditor."

## PROXIES

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Principal Place of Business: Level 2, 46 Ord Street  
West Perth, Western Australia 6005

Facsimile Number: (61 8) 9476 9099

Postal Address: P O Box 140  
West Perth, Western Australia 6872

Each member entitled to vote at the Annual General Meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile).

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5pm on 2 October 2007 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD



Paul Lloyd  
Director/Company Secretary  
Perth, Western Australia  
31 August 2007

**Members who do not plan to attend the meeting are encouraged to complete and return a proxy form.**

# EXPLANATORY MEMORANDUM

## 1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Target Energy Limited ("Target" or the "Company") in connection with the business to be conducted at the Company's first Annual General Meeting to be held on 4 October 2007 at 10am at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

## 2. FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the period ending 30 June 2007 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor may be made about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- 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.

To assist the Board and the auditor of the Company in responding to your questions please submit any questions you may have using the enclosed Question Form at Annexure B of the Explanatory Memorandum so that it is received no later than 5.00 pm (WST) on Thursday 27 September 2007 to:

Paul Lloyd  
Director/Company Secretary  
Target Energy Limited  
PO Box 140  
West Perth WA 6872  
- or -  
Fax: +61 8 9476 9099

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the financial report for the period ended 30 June 2007. The Chairman will allow a reasonable opportunity to respond to the questions set out on this list.

## 3. RESOLUTION 1 - NON-BINDING APPROVAL OF REMUNERATION REPORT

The Remuneration Report of the Company for the period ending 30 June 2007 is set out in the Director's Report contained in the Company's 2007 Annual Report at pages 26 to 27 and can also be found on the Company's website at [www.targetenergy.com.au](http://www.targetenergy.com.au).

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non executive Directors of the Company.

A reasonable opportunity will be given for discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

## 4. RESOLUTIONS 2 TO 5 - ELECTION OF DIRECTORS

In accordance with the requirements of the Company's Constitution and the Corporations Act, all the directors of the Company retire from office at this first Annual General Meeting of the Company and, being eligible, offer themselves for election.

### 1. Resolution 2 - Election of Didier Murcia

Didier Murcia is a corporate solicitor, with a resources law emphasis, and is chairman of Western Australian legal firm Murcia Pestell Hillard. Mr Murcia brings over 20 years corporate, commercial and legal experience to the board.

Mr Murcia's other listed company directorships are Gindalbie Metals Limited and Gryphon Minerals Limited, both listed on the Australian Securities Exchange, and Aminex PLC, listed on the London Stock Exchange. He is also the Honorary Consul for the United Republic of Tanzania.

### 2. Resolution 3 - Election of Laurence Roe

Laurence Roe is a petroleum professional with over 25 years experience gained in the industry both in Australian and international projects. He commenced his career with Santos Limited, later taking a senior technical position with Magellan Petroleum Australia Limited, where he was later appointed Exploration Manager. While with Magellan, he had substantial involvement with US and other international projects.

In 1997, Mr Roe left Magellan to start a consulting practice. He has since consulted for numerous Australian explorers, including Santos, Strike Oil and Icon Energy. More recently, he consulted to Hardman Resources Limited, working on their Mauritanian deep-water acreage at the time the major Chinguetti oil discovery was made. Mr Roe was appointed Exploration Manager for Bounty Oil & Gas NL in 2001, responsible for its portfolio of Australian and international acreage. He was later appointed as Managing Director.

His experience encompasses most Australian sedimentary basins, as well as the USA, New Zealand, Mauritania, Tanzania, Canada, Indonesia, Belize and Argentina.

### 3. Resolution 4 - Election of Michael Martin

Michael J. Martin is a practising geologist and has been actively involved with international resources industries for more than 25 years. Mr Martin began his professional career in Kuwait and later the western Mediterranean offshore oil fields of Spain, prior to joining the burgeoning North Sea oil boom in the early seventies. Following assignments in London with Atlantic Richfield and Cities Service, he joined Getty Oil in their Perth, Western Australia office. After his departure from Getty, Mr Martin worked within the petroleum division of Western Mining Corporation. He later started his own consulting practice.

Mr Martin was a co-founder of Flare Petroleum NL, and guided the technical advancement of the Australian assets of its Canadian successor company. He has served as a Director of Canadian listed Chariot Resources Ltd and Franklin Resources Ltd.

### 4. Resolution 5 - Election of Paul Lloyd

Paul Lloyd is a Chartered Accountant with over 20 years commercial experience. Mr Lloyd operates his own corporate consulting business, specialising in the area of corporate, financial and management advisory services. After commencing his career with an international accounting firm, he was employed for approximately 10 years as the General Manager of Finance for a Western Australian based international drilling contractor working extensively in Asia and Africa.

Mr Lloyd is Executive Chairman of ASX-listed Beacon Minerals Limited and is currently a company secretary of a number of public companies in the resource industry.

## 5. RESOLUTION 6 - APPOINTMENT OF AUDITOR

The Corporations Act requires the re-appointment of auditors at the Company's first Annual General Meeting. A member of the Company has nominated the current auditor, HLB Mann Judd, for re-appointment and a copy of the nomination is enclosed. The Directors recommend the re-appointment of HLB Mann Judd.

## 6. ANNEXURES

ANNEXURE A: Nomination Letter for Auditor

ANNEXURE B: Questions from Shareholders

## ANNEXURE A: NOMINATION LETTER FOR AUDITOR

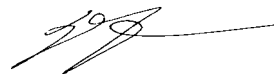
Lyle Thorne  
P O Box 140  
West Perth  
Western Australia 6872

30 August 2007  
The Directors  
Target Energy Limited  
Level 2, 46 Ord Street  
West Perth  
Western Australia 6005

Dear Sirs

Pursuant to section 328 (1) of the Corporations Act, I, Lyle Thorne, a shareholder of Target Energy Limited, hereby nominate HLB Mann Judd, for appointment as auditors of the Company at the next annual general meeting or any adjournment thereof.

Yours faithfully



Lyle Thorne

## ANNEXURE B: QUESTIONS FROM SHAREHOLDERS

This form is provided with the notice of the Annual General Meeting of Target Energy Limited ABN 73 119 160 360 ("Company") to be held at the Celtic Club, 48 Ord Street West Perth, Western Australia on Thursday 4 October 2007 at 10.00 am WST to assist shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company; and
- HLB Mann Judd, as the auditor who prepared the auditor's report for the period ended 30 June 2007, in relation to 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.

The Board of Directors and the auditor will endeavour to respond to the questions received by shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

Name of shareholder/s:

---

---

### Questions (please place an "X" in the box next to the question if your question is directed at the auditor)

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

### Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 5.00 pm (WST) on Thursday 27 September 2007.

**By mail:** Paul Lloyd, Director/Company Secretary, Target Energy Limited, PO Box 140, West Perth WA 6872

**By fax:** +61 8 9476 9099

# Target Energy Limited

(ABN 73 119 160 360)

## PROXY FORM

### Shareholder

Name and address of shareholder of Target Energy Limited.

Name \_\_\_\_\_

Address \_\_\_\_\_

### Appointment of Proxy

I/We being a member/s of Target Energy Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) 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 Target Energy Limited to be held on 4 October 2007 and at any adjournment of that meeting.

If you do **not** wish to direct your proxy how to vote, please place a mark in the box →→

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. **The Chairman of the Meeting intends to vote any such undirected proxies in favour of all the resolutions.**

If you do not mark the above box and you have not directed your proxy how to vote in the boxes below, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called.

Voting directions to your proxy – please mark  to indicate your directions

	For	Against	Abstain*
<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Non-binding approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Didier Murcia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Laurence Roe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Michael Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Paul Lloyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE - This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Dated: \_\_\_/\_\_\_/2007

# How to complete the Proxy Form

---

## 1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 2 Votes on Items of Business

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

## 3 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

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

## 4 Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 10.00am on 2 October 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

---

### Documents may be lodged:

IN PERSON: Principal Place of Business – Level 2, 46 Ord Street, West Perth, Western Australia 6005

BY MAIL: Principal Place of Business – Level 2, 46 Ord Street, West Perth, Western Australia 6005  
or P O Box 140, West Perth, Western Australia 6872

BY FAX (61 8) 9476 9099