



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Tuesday 25 November 2008

Time of Meeting: 3:30pm EST

Place of Meeting: Australian Institute of Management, Management House,
Corner Boundary & Rosa Streets, Spring Hill, Queensland, 4000

NOTICE IS HEREBY GIVEN that the first Annual General Meeting of Shareholders of Carpentaria Exploration Limited will be held at Australian Institute of Management, Management House, Corner Boundary & Rosa Streets, Spring Hill, Queensland, 4000, at 3:30pm EST on Tuesday 25 November 2008.

AGENDA

ORDINARY BUSINESS

Agenda Item 1 - Financial Statements and Reports

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports for the year ending 30 June 2008.

Resolutions

1. Adoption of Remuneration Report

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

"That, for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ending 30 June 2008."

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

2. Election of Director

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

"That Mr Mike Chester, having been appointed as a Director of Carpentaria Exploration Limited under the Company's Constitution by resolution of the Board of Directors, being eligible, offers himself for election, be elected as a Director of the Company."

3 Re-election of Director

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

"That Mr Robert Hair, who retires as a Director of Carpentaria Exploration Limited, pursuant to the Constitution and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

4. Re-appointment of Auditor

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

"That, for the purposes of Section 327B(1) and for all other purposes, PKF Chartered Accountants is appointed as the Company's auditor and the Directors are authorised to agree upon the auditor's remuneration."

5. Ratification of Share issue to Ian John Potter and Steve White

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 2,500,000 Shares in total to Ian John Potter and Steve White, on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by a person who participated in the issue, Ian John Potter and Steve White and associate or associates of that person. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

"Snap-shot" Time

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company's directors have determined that all shares of the Company that are quoted on ASX at 7.00pm (AEDST) on 24 November 2008 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

BY ORDER OF THE BOARD

Chris Bynon-Powell
Company Secretary
17 October 2007



Explanatory Memorandum

Agenda Item 1 – Financial Statements and Reports

The Annual Financial Report as at 30 June 2008 is tabled for information of Shareholders but does not require any formal resolution.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ending 30 June 2007 is set out in the Director's report on pages 16 to 21 of the Company's Annual Report.

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

A reasonable opportunity will be given for the 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. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Resolution 2 – Election of Director

The Constitution and the Corporations Act require that any Director appointed by the Directors holds office only until the next Annual General Meeting and is then eligible for re-election.

Mr Chester was appointed as a Director of the Company on 10 January 2008 by resolution of the Board of Directors and being eligible, has offered himself for re-election as a Director.

The remaining Directors recommend to Shareholders that Mr Chester be elected.

Resolution 3 – Re-election of Director –

Pursuant to both the Listing Rules and the Constitution, Directors must retire by rotation at least once every three years. Robert Hair retires as a director of the Company and offers himself for re-election.

The remaining Directors recommend to Shareholders that Mr Hair be re-elected.

Resolution 4 – Re-appointment of Auditor

The Corporations Act requires that the Company must appoint its auditor at the Company's first annual general meeting.

The Company has received consent from PKF Chartered Accountants to act in this capacity.

The Directors unanimously recommend to Shareholders that PKF Chartered Accountants be appointed as the Company's auditor.

Resolution 5 – Ratification of Share Issue to Ian John Potter and Steve White

The purpose of Resolution 5 is to ratify the issue of 2,500,000 Shares to the vendors of all of the share capital of FTB (Qld) Pty Ltd.

On 23 October 2008 the Company announced it had carried out a placement of 2,500,000 new ordinary shares at an issue price of \$0.25. The issue was part of the consideration for the purchase of FTB (QLD) Pty Ltd, a company that holds certain applications for coa; exploration tenements in Queensland.

The Directors are restricted by Listing Rule 7.1 from issuing new securities in the Company which would dilute the interests of existing Shareholders, to a maximum of 15% of the issued capital of the Company in any 12 month period (“15% limit”) without Shareholder approval.

Listing Rule 7.4 allows Directors to seek approval of the Shareholders to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1.

The issue of Shares described in Resolution 5 was made without Shareholder approval as the issue did not exceed the 15% limit. The Directors now seek Shareholder approval of the issue pursuant to Listing Rule 7.4.

Listing Rule 7.5 requires certain information to accompany a Notice of General Meeting in relation to approval sought under Listing Rule 7.4. This information is set out below:

Share placement to	Ian John Potter and Steve White (in their capacities as both individuals and as trustees)
Date of issue	23 October 2008
Number of securities allotted	2,500,000
Issue price per security	\$0.25
Terms of the securities	Ordinary fully paid shares ranking equally with all other fully paid ordinary shares of the Company
Name of Allottee	Ian John Potter and Steve White (in their capacities as both individuals and as trustees)
Intended use of funds	As part consideration for purchase of FTB (QLD) Pty Ltd

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.



GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

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

"**ASX**" means Australian Securities Exchange.

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

"**Company**" or "**Carpentaria**" means Carpentaria Exploration Limited A.C.N. 095 117 981.

"**Constitution**" means the Company's constitution from time to time.

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

"**Directors**" means the directors of Carpentaria from time to time.

"**EST**" means Eastern Standard Time, being the time that applies in Brisbane, Queensland.

"**Explanatory Memorandum**" means the explanatory memorandum that accompanies and forms part of this Notice.

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

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting of shareholders of Carpentaria convened by this Notice.

"**Notice**" or "**Notice of Annual General Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"**Resolution**" means a resolution referred to in the Notice.

"**Share**" means an ordinary share in the Company.

"**Shareholder**" means a Carpentaria shareholder.



CARPENTARIA EXPLORATION LIMITED
ABN 095 117 685 981

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on their behalf.
Where more than one proxy is appointed, each proxy must be appointed to represent a specific 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. A proxy need not be a member of the Company.
In the case of joint holders, signatures are required by the first named and one other joint holder.
3. Corporate shareholders should comply with the execution requirements as 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:
 - two 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 Law, a document must appear to have been executed in accordance with Section 129(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 confirm 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.
4. 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.
5. 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.
6. For the purpose of Section 1109 N of the Corporations Act, shares in the Company will be taken to be held by the persons who are registered holders at 5.00pm Eastern Standard Time on Monday 24 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
7. To be effective, this proxy (and the Power of Attorney, if any, under which it is signed or a notarially certified copy thereof) must be lodged at the office of the Company, Ground Level, 55 Little Edward Street, Spring Hill, Queensland 4000, or sent by facsimile to (07) 3161 3786 or by email to info@capex.net.au not less than forty eight (48) business hours before the time for holding the Annual General Meeting.