



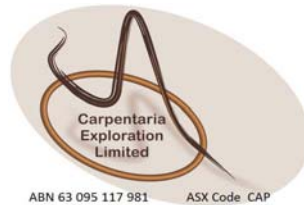
NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Friday, 18 November 2011

Time of Meeting: 3:30pm EST

Place of Meeting: The Queensland Rugby Club, 123 Eagle Street Brisbane Queensland, 4000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their 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.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the third Annual General Meeting (**General Meeting**) of Shareholders of Carpentaria Exploration Limited (**Company**) will be held at:

Place: The Queensland Rugby Club, 123 Eagle Street Brisbane Queensland, 4000

Date: 3:30pm EST on Friday, 18 November 2011.

AGENDA

BUSINESS

The business of the Meeting will consist of:

ORDINARY BUSINESS

Agenda Item 1 - Financial statements and reports

To receive and consider the Annual Report, which includes the Directors' Report the Auditor's Reports and the Financial Report for the year ending 30 June 2011.

Agenda Item 2 - Resolutions

Resolution 1 : Adoption of Remuneration Report

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

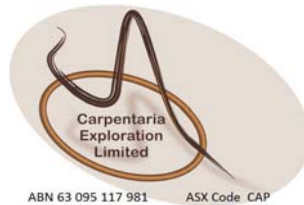
"That, for all purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2011 as disclosed in the Directors' Report for the financial year ending 30 June 2011."

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

Resolution 2 : Election of Director

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

"That Mr Bin Cai 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."



Resolution 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 by rotation, pursuant to the Constitution and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 4 : Ratification of prior issue of ordinary shares to Wolf Minerals Pty Ltd

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 approve and ratify the issue and allotment of 250,000 fully paid ordinary shares to Wolf Minerals Pty Ltd, paid as part consideration for the acquisition of Exploration Licence 7251 by the Company as specified in, and on such terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by Wolf Minerals Pty Ltd and associate or associates of Wolf Minerals Pty Ltd. 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.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company's Constitution.

Voting entitlements

For the purpose of determining an entitlement to vote at the General Meeting, a person will be recognised as a member if that person is registered as a holder of Company shares at 3:30 pm on (48 hours before the General Meeting) Wednesday, 16 November 2011.

Explanatory Memorandum

Further information in relation to these resolutions is set out in the Explanatory Memorandum attached to this Notice of General Meeting.

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

BY ORDER OF THE BOARD

Chris Bynon-Powell
Company Secretary
19 October 2011



EXPLANATORY MEMORANDUM

ORDINARY BUSINESS

Agenda Item 1 – Financial statements and reports

The Annual Report for the year ending 30 June 2011 which includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration) is tabled for the information of Shareholders but does not require any formal resolution.

Agenda Item 2 – Resolutions

Resolution 1 : Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ending 30 June 2011 is set out in the Directors' Report on pages 30 to 35 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.

The Corporations Act requires that a resolution that the Remuneration Report of the Company be adopted must be put to the vote (**Remuneration Report Resolution**). The vote on the Remuneration Report Resolution is advisory only and does not bind the Company.

However, as a consequence of recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution are voted against the adoption of the Remuneration Report at the meeting, then:

- (a) if comments are made on the Remuneration Report at the AGM, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- (b) if at the next AGM, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting be called to consider the election of directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.
- (c) In accordance with the Corporations Act, the Company's key management personnel (being directors and executives identified in the 2011 Annual Report) and their closely related parties will not vote their shares on the Remuneration Report Resolution.

A "closely related party" of a member of the key management personnel of the Company means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of 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 dealings with the Company; or
- (e) a company the member control.

The Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with directions on the proxy form.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

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 Bin Cai was appointed as a Director of the Company on 18 May 2011 by resolution of the Board of Directors and being eligible, has offered himself for re-election as a Director.

The resume of Mr Bin Cai is as follows:

Bin is Managing Director of Conglin International Investment Group Pty Ltd (**Conglin Group**), a major shareholder of Carpentaria Exploration. With 17 years experience in resources investment, Bin and Conglin Group have an outstanding record of successful strategic investments in emerging Australian resources companies.

Conglin Group has longstanding partnerships with major steel producers in China, having developed a successful coking coal and iron ore trading business in the Asian economic powerhouse.

The remaining Directors recommend to Shareholders that Mr Cai be elected and vote in favour of Resolution 2.

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. Mr Robert Hair retires as a director of the Company and offers himself for re-election.

Details of Robert Hair's background and experience are contained in the Company Annual Report which accompanies this Explanatory Memorandum.

The remaining Directors recommend to Shareholders that Mr Hair be re-elected and vote in favour of Resolution 3.

Resolution 4 – Ratification of Share Issue to Wolf Minerals Pty Ltd.

The purpose of Resolution 4 is to ratify the issue of 250,000 Shares to Wolf Minerals Pty Ltd.

On 7 October 2011 the Company announced it had carried out a placement of 250,000 new ordinary shares. The issue was part of the consideration for the acquisition of EL 7251 by the Company.

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 excluding shares approved by shareholders (**15% Limit**) without Shareholder approval.

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

The issue of Shares described in Resolution 4 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 | Wolf Minerals Pty Ltd |
|--------------------------------------|---|
| Date of issue: | 7 October 2011. |
| Total number of securities allotted: | 250,000 ordinary shares. |
| The issue price of the securities: | \$0.225 per ordinary share. |
| Terms of the securities: | Ordinary fully paid shares ranking equally with all other fully paid ordinary shares of the Company. |
| Name of Allottee: | Wolf Minerals Pty Ltd. |
| Intended use of funds: | The funds were used to issue the ordinary shares to Wolf Minerals Pty Ltd as part consideration for the acquisition of EL 7251 from Wolf Minerals Pty Ltd by the Company. |
| Voting exclusion statement: | A voting exclusion statement is contained in the Notice of Meeting for Resolution 4. |

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.



GLOSSARY OF TERMS

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

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

"**ASX**" means the Australian Securities Exchange as operated by ASX Limited.

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

"**Company**" or "**Carpentaria**" means Carpentaria Exploration Limited ACN 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.

"**EL**" means Exploration Licence.

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

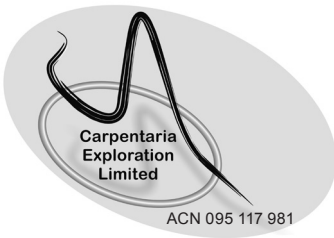
"**Notice**" or "**Notice of General Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

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

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

"**Shareholder**" means a Company shareholder.

LODGE YOUR VOTE



ONLINE > www.linkmarketservices.com.au

By mail:
 Carpentaria Exploration Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1300 554 474 **Overseas:** +61 2 8280 7454



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Carpentaria Exploration Limited and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

the Chairman of the Meeting¹ (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3:30pm (EST) on Friday, 18 November 2011, at The Queensland Rugby Club, 123 Eagle Street Brisbane Queensland, 4000 and at any adjournment or postponement of the meeting.

i ¹ **Direction to Chair for "Adoption of Remuneration Report":** Where the Chairman of the Meeting is appointed as proxy (or becomes my/our proxy by default) in relation to Resolution 1 (Adoption of Remuneration Report) but I/we have not marked either the FOR, AGAINST or ABSTAIN box opposite that Resolution 1, I/we nevertheless hereby direct the Chairman of the Meeting to vote FOR Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of the member of the key management personnel of the Company and even though the Chairman is a member of the key management personnel of the Company.

Please note:

- (a) As outlined in the Notice of Meeting, **the Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.** You can change the direction by marking the relevant box FOR, AGAINST or ABSTAIN for each resolution at STEP 2 below.
- (b) **Resolution 1:** Please specifically note that if the Chairman of the Meeting is appointed as proxy (or becomes your proxy by default) and you have not directed the Chairman to vote FOR, AGAINST or to ABSTAIN with respect you Resolution 1 (in relation to the Adoption of the Remuneration Report), you have directed him to vote FOR Resolution 1. You can change the direction by marking the relevant box FOR, AGAINST or ABSTAIN for Resolution 1 at STEP 2 below.

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

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

STEP 2 VOTING DIRECTIONS

| | For | Against | Abstain ² | | For | Against | Abstain ² |
|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 3 Re-election of Director - Mr Robert Hair | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Election of Director - Mr Bin Cai | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 4 Ratification of Share Issue to Wolf Minerals Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

| | | |
|--|--|--|
| Shareholder 1 (Individual) <input type="text"/> | Joint Shareholder 2 (Individual) <input type="text"/> | Joint Shareholder 3 (Individual) <input type="text"/> |
| Sole Director and Sole Company Secretary | Director/Company Secretary (Delete one) | Director |

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

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HOW TO COMPLETE THIS 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.
3. In the case of joint holders, signatures are required by the first named and one other joint holder.
4. 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.
5. 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.
6. 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.
7. 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 3.30pm Eastern Standard Time on Wednesday, 16 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
8. Subject to the information set out below relating to "Resolution 1 (Adoption of Remuneration Report)", proxy appointments in favour of a member of the Company's key management personnel whose remuneration is included in the Remuneration Report, which **do not contain a direction** will be used to support each of the resolutions proposed to be passed at the AGM **except** Resolution 1 (Remuneration Report).

Resolution 1 (Remuneration Report)

9. If the Chairman of the Meeting is appointed or taken to be appointed as a proxy, the shareholder can direct the Chairman of the Meeting to vote FOR, AGAINST or ABSTAIN from voting on Resolution 1 (Adoption of Remuneration Report) by marking the appropriate box opposite Resolution 1 at STEP 2 on the proxy form. However, if the Chairman of the Meeting is a proxy and the relevant shareholder does not mark either FOR, AGAINST or ABSTAIN opposite Resolution 1 at STEP 2 on the proxy form, the relevant shareholder will be directing the Chairman to vote FOR Resolution 1.
10. **Please note** that in respect of Resolution 1 (Adoption of Remuneration Report), if you appoint a key management person of the Company (other than the Chairman) and **do not direct your proxy** (i.e you do not tick or cross whether you wish to vote FOR, AGAINST or ABSTAIN at STEP 2 of the proxy form for Resolution 1), then your vote will not be counted by the Company on the resolution for the Adoption of Remuneration Report.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:30pm (EST) on Wednesday, 16 November 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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



ONLINE  www.linkmarketservices.com.au

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



by mail:

Carpentaria Exploration Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**