



**GOLDEN GATE PETROLEUM LTD**

**(ABN 34 090 074 785)**

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**PROXY FORM**

**Date of Meeting**

21 November 2008

**Time of Meeting**

2.30pm

**Place of Meeting**

Level 1, 566 Elizabeth Street  
MELBOURNE  
VICTORIA 3000

**GOLDEN GATE PETROLEUM LTD  
ABN 34 090 074 785**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Golden Gate Petroleum Ltd ABN 34 090 074 785 ("Company") will be held at Level 1, 566 Elizabeth Street, Melbourne Victoria on 21 November 2008, at 2.30pm (AEDT) for the purpose of transacting the following business.

**AGENDA  
BUSINESS**

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

**ORDINARY BUSINESS**

**2008 ACCOUNTS**

To receive and consider the financial report of the Company for the year ended 30 June 2008, and the reports by the Directors and Independent Auditors.

**RESOLUTION 1 - RE-ELECTION OF MARK FREEMAN AS A DIRECTOR**

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

*"That, for all purposes, Mr Mark Freeman who retires and offers himself for re-election, is re-elected as a director."*

**RESOLUTION 2 - ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, the following as an advisory resolution in accordance with section 250R(2) of the Corporations Act:

*"That the Remuneration Report in the 2008 Annual Report of the Company be adopted."*

**SPECIAL BUSINESS**

**RESOLUTION 3 - RATIFYING THE ISSUE OF 18,214,287 SHARES**

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

*"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX, the Company approves and ratifies the allotment and issue of 18,214,287 Shares in the capital of the Company at a price of 28 cents per Share to the parties specified in, and on such terms and conditions referred to in the Explanatory Memorandum."*

**Short Explanation:** ASX Listing Rule 7.1 allows the Company to issue equity securities in any 12 month period representing up to 15% of its ordinary share capital on issue at the commencement of that period without shareholder approval. By obtaining ratification by shareholders under ASX Listing Rule 7.4 to the issue of the securities under this resolution, the Company will refresh and expand the Company's capacity under ASX Listing Rule 7.1 to make future issues of equity securities up to the 15% threshold. Please refer to the Explanatory Memorandum for details.

**Voting Exclusion** - For the purposes of ASX Listing Rule 7.4, the Company will disregard any votes cast on this Resolution by any person who has participated in the issue of shares and any person associated with those persons. 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.

#### **RESOLUTION 4 - RATIFICATION OF THE ISSUE OF OPTIONS TO EXECUTIVES**

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

*"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX, the Company approves and ratifies the grant of 950,000 unlisted options to executive consultants as set out in the Explanatory Memorandum exercisable at 35 cents each and expiring on or before 30 October 2010 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*

**Short Explanation:** ASX Listing Rule 7.1 allows the Company to issue equity securities in any 12 month period representing up to 15% of its ordinary share capital on issue at the commencement of that period without shareholder approval. By obtaining ratification by shareholders under ASX Listing Rule 7.4 to the issue of the options under this resolution, the Company will refresh and expand the Company's capacity under ASX Listing Rule 7.1 to make future issues of equity securities up to the 15% threshold. Please refer to the Explanatory Memorandum for details.

**Voting Exclusion** - For the purposes of ASX Listing Rule 7.4, the Company will disregard any votes cast on this Resolution by any person who has participated in the issue of options and any person associated with those persons. 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.

#### **RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTORS' REMUNERATION**

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

*"That in accordance with article 12.5 of the Company's Articles of Association and Listing Rule 10.17 of the Listing Rules of ASX the aggregate remuneration of the non-executive directors be increased from \$100,000 up to \$200,000 per annum in total and to be divided amongst the non-executive directors in such proportion and manner as the directors may determine."*

**Voting Exclusion** - The Company will disregard any votes cast on this Resolution by any Directors of the Company and any person associated with any of them. 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.

By order of the Board



Mr Mark Freeman  
Director

Dated: 17 October 2008

**PROXIES** - A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If two proxies are appointed and the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes. A proxy may, but need not be, a shareholder of the Company. Proxy forms must reach the Company at least 48 hours prior to the meeting. For the convenience of shareholders, a proxy form is attached.

**VOTING ENTITLEMENT** - For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 2:30 pm (AEDT) on the 19<sup>th</sup> November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

**GOLDEN GATE PETROLEUM LIMITED**  
**ABN 34 090 074 785**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

**RESOLUTION 1 - RE-ELECTION OF DIRECTOR**

Resolution 1 relates to the election of a director. In accordance with ASX Listing Rule 14.4 and the Company's Constitution, Mr Mark Freeman will retire by rotation at the Annual General Meeting and being eligible offer himself for re-election. The remaining directors recommend to shareholders that Mr Freeman be re-elected. A summary of Mr Freeman's qualifications and experience is provided below:

**Mark Freeman (Director)**

Mr Freeman has been an Executive with the Company since 2000. Mr Freeman is a Chartered Accountant and has more than 12 years' experience in corporate finance and the resources industry. He has experience in strategic planning, business development, acquisitions and mergers, gas commercialisation, project development and general management.

He also has prior and current experience with Nuenco NL, Albidon Ltd, Sally Malay Mining Ltd, Matra Petroleum PLC, and Mirabela Nickel Ltd.

In addition, Mr Freeman is a graduate of the University of Western Australia with a Bachelor of Commerce with a double major in Banking & Finance and Accounting as well as holding a Graduate Diploma in Applied Finance with a major in Investment Analysis from the Securities Institute of Australia.

**RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT**

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2008.

The Directors recommend that Shareholders vote in favour of Resolution 2. Sections 249L(2) and 250R(2) of the Corporations Act require companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

### **RESOLUTION 3 – RATIFYING THE ISSUE OF 18,214,287 SHARES**

The Company previously announced on 8 October 2008 the placement of 18,214,287 Shares at an issue price of 28 cents per Share to various equity holders to raise AUD\$5.1million.

#### **Approvals Required**

Under ASX Listing Rule 7.1 the Company is permitted to issue up to 15% of its equity securities within a 12 month period without the requirement to obtain Shareholder approval. Whilst Shareholder approval for the issue of the Shares was not required at the time of the issue, the effect of the issue is to reduce the Company's capacity to issue additional equity securities in the future without Shareholder approval.

ASX Listing Rule 7.4 allows an issue made by the Company without Shareholder approval under ASX Listing Rule 7.1 to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if it is subsequently approved by Shareholders and did not breach ASX Listing Rule 7.1 at the time of issue.

The Company wishes to seek Shareholder approval for the purposes of ASX Listing Rule 7.4 by ratification in order to renew the Company's capacity to issue up to 15% of the equity securities of the Company on issue in a 12 month period.

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of Shares allotted was 18,214,287 with an issue price of 28 cents each.
- (b) The Shares were issued on the same terms as other fully paid ordinary shares in the Company.
- (c) The allottees of the Shares were sophisticated, professional and other investors who were all exempted from the disclosure provisions under section 708 of the Corporations Act. None of the allottees were related parties of the Company.
- (d) The funds raised from the issue will be used to fund working capital for drilling programs on Bullseye and other projects.

The Board recommends Shareholders vote in favour of this resolution as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital during the next 12 months.

### **RESOLUTION 4 – RATIFICATION OF THE ISSUE OF OPTIONS TO EXECUTIVES**

On 17 June 2008 the Board issued 950,000 incentive options to executive consultants in accordance with services agreements.

The options are exercisable at 35 cents on or before 30 October 2010 and otherwise on the terms set out in Appendix A to this Explanatory Memorandum. Each option entitles the holder to subscribe for one Share on payment of the exercise price.

#### **Approvals Required**

Under ASX Listing Rule 7.1 the Company is permitted to issue up to 15% of its equity securities within a 12 month period without the requirement to obtain Shareholder approval. Whilst Shareholder approval for the issue of the Shares was not required at the time of the issue, the effect of the issue is to reduce the Company's capacity to issue additional equity securities in the future without Shareholder approval.

ASX Listing Rule 7.4 allows an issue made by the Company without Shareholder approval under ASX Listing Rule 7.1 to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if it is subsequently approved by Shareholders and did not breach ASX Listing Rule 7.1 at the time of issue.

The Company wishes to seek Shareholder approval for the purposes of ASX Listing Rule 7.4 by ratification in order to renew the Company's capacity to issue up to 15% of the equity securities of the Company on issue in a 12 month period.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The total number of options granted was 950,000;
- (b) The options were granted as part remuneration pursuant to services agreements;
- (c) The terms and conditions of the options granted are set out in Appendix A to this Explanatory Memorandum;
- (d) The allottees and the number of options allotted:

Name	Number
Steve Barrett	750,000
Karen Friday	200,000

- (e) No funds were raised by the grant of options.

The Board believes that the ratification of this issue is beneficial for the Company.

The Board recommends Shareholders vote in favour of this resolution as it allows the Company to ratify the above grant of options and retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital during the next 12 months.

#### **RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTION REMUNERATION**

The maximum aggregate annual remuneration payable to non-executive directors' is AUD\$100,000. It is now proposed to increase the maximum aggregate annual remuneration by AUD\$100,000 to a new total of AUD\$200,000 per annum.

The proposed increase is intended to ensure that the Company retains and attracts quality personnel to drive corporate performance. The proposed increased aggregate amount is a maximum and may not be fully used in each year.

**Enquiries** - Shareholders are invited to contact Mr Chris Bowyer, Company Secretary, on (03) 9349 1488 if they have any queries in respect of the matters set out in these documents.

#### **GLOSSARY**

"**AEDT**" means Australian Eastern Daylight Time;

"**ASX**" means ASX Limited;

"**Board**" means the board of directors of the Company;

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

"**Company**" or "**Golden Gate**" means Golden Gate Petroleum Ltd ABN 34 090 074 785;

"**Directors**" means Directors of the Company;

"**Explanatory Memorandum**" means this information attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice;

"**Notice**" means the notice of meeting which accompanies this Explanatory Memorandum;

"**Shareholder**" means the holder of a Share; and

"**Shares**" means fully paid ordinary shares issued in the capital of the Company.

## Appendix A - Option Terms

The material terms and conditions of the options referred to in resolution 4 are as follows:

- (i) Each option entitles the holder to subscribe for one Share in Golden Gate Petroleum Ltd (“GGP”).
- (ii) Application will not be made to ASX for official quotation of the options.
- (iii) The options will be issued for nil consideration and subject to clauses (iv), (v) and (xiv) are exercisable on or before 30 October 2010 (“Expiry Date”) by completing an option exercise form and delivering it to GGP’s share registry.
- (iv) If the option holder ceases to be either an employee or consultant of the Company for any reason then any unexercised options will automatically lapse on the date that is 21 days after that occurring.
- (v) Subject to paragraph (xiv), the options are only exercisable upon 12 months of continued service commencing 1 January 2008. If the option holder ceases employment prior to 31 December 2008 the options will vest pro-rata over the period of continued service. The options may also be subject to performance hurdles.
- (vi) The option exercise price is 35 cents per Share.
- (vii) The options are not transferable, without prior approval of the Board.
- (viii) All Shares issued upon exercise of the options will rank equally in all respects with GGP’s then issued Shares. GGP will apply for quotation by ASX within 3 business days of all Shares issued upon exercise of the options.
- (ix) There are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the options. However, GGP will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 9 business days after the issue is announced. This will give option holders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.
- (x) There will be no change to the exercise price of the options or the number of Shares over which the options are exercisable in the event of GGP making a pro rata issue of Shares or other securities to the holders of Shares in GGP (other than a Bonus Issue as defined in paragraph (xi) below).
- (xi) If there is a bonus issue (“**Bonus Issue**”) to the holders of Shares in GGP, the number of Shares over which the options are exercisable will be increased by the number of Shares which the holder would have received if the options had been exercised before the record date for the Bonus Issue (“**Bonus Shares**”). The Bonus Shares must be paid up by GGP out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other shares of the class on issue as at the date of issue of the Bonus Shares.
- (xii) In the event of a reconstruction (including consolidation, subdivision, return, reduction or pro rata cancellation) of the issued capital of GGP prior to the Expiry Date, the number of options to which each holder is entitled or the exercise price of the options or both shall be reconstructed (as appropriate) in accordance with the requirements of the ASX Listing Rules which apply at that time.
- (xiii) The Company will at least 20 Business Day before the Expiry Date of the options send notices to the option holders stating the name of the option holder, the number of options held and the number of Shares to be issued on exercise of the options, the exercise price, the due date for payment and the consequences of non-payment.
- (xiv) Notwithstanding paragraph (v), all options fully vest and may be exercised by the option holder:

- a. during a Bid Period; or
- b. at any time after a Change of Control Event has occurred; or
- c. on an application under section 411 of the Corporations Act 2001, if a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of section 411.

For the purposes of this clause:

**Bid Period** means in relation to a takeover bid in respect of shares in GGP, the period referred to in the definition of that expression in section 9 of the Corporations Act 2001 provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on GGP in relation to that takeover bid, the Bid Period shall be deemed to have commenced at the time of that announcement; and

**Change of Control Event** means a shareholder, or group of associated shareholders, being entitled to sufficient shares in GGP to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board.



PROXY FORM

Shareholder's Name and Address

[Empty box for name]

Please write your name(s) above

[Empty box for address]

Please write your address above

Appointment of Proxy

I/We being a member/members of Golden Gate Petroleum Limited and entitled to attend and vote hereby appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman see fit) at the Annual General Meeting of the Company to be held at Level 1, 566 Elizabeth Street, Melbourne Victoria on 21 November 2008, at 2.30 pm AEDT (and at any adjournment thereof).

[X in box]

the Chairman of the meeting

or

[Empty box for proxy name]

(mark with an "X")

Name and address of person you are appointing as your first proxy and/or

Appointing a Second Proxy

[Empty box for second proxy name]

Name and address of person you are appointing as your second proxy

Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right, or if 2 proxies are appointed,

Proxy 1 represents \_\_\_\_\_% and Proxy 2 represents \_\_\_\_\_% of my total votes.

My total voting right is \_\_\_\_\_ shares.

Note: If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

Please mark with an "X" to indicate your directions

Ordinary Business

- 1 Re-election of Mark Freeman as a Director
2 Adoption of Remuneration Report
3 Ratifying the issue of Shares
4 Ratifying the issue of Executive Options
5 Increase in Directors' Remuneration

Table with 3 columns: For, Against, Abstain\* and 5 rows for business items.

\* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that the votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. The Chair intends to vote any such undirected proxies in favour of all resolutions. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

[X in box]

Contact e-mail address

[Empty box for email]

Contact telephone number

[Empty box for phone number]

Signature(s)

Individual or Securityholder 1

[Empty box for signature 1]

Sole Director and Sole Secretary

Securityholder 2

[Empty box for signature 2]

Director

Securityholder 3

[Empty box for signature 3]

Director/Company Secretary

Proxies may be lodged either by facsimile on (08) 9324 2171, by mail to PO Box Z5184, Perth, 6831, Western Australia or delivered in person to the registered office of the Company at Level 21 Allendale Square, 77 St Georges Terrace, Perth, Western Australia. To be valid, a proxy form must be received by the Company no later than 48 hours before the time appointed for the Annual General Meeting. For assistance in completing this form, please refer to the rear of this form.

## INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

### Shareholders Name

This is the name of the shareholder as it appears on the Company's share register. For the purposes of this Annual General Meeting, shares will be taken to be held by those persons who are the registered holders thereof 48 hours before the time appointed for the commencement of this Annual General Meeting.

### Appointment of Proxy

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two other persons (whether shareholders or not) as proxy or proxies to attend in the shareholder's place at the Annual General Meeting. The proxy has the same right as the shareholder to speak and vote at the Annual General Meeting. If you leave this section blank, the Chairman of the meeting will be your proxy to vote your shares even if you attend the Annual General Meeting (unless you revoke your proxy before the meeting).

### Vote on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the percentage or number/s of shares you wish to vote in the appropriate box/es. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of shares you are voting. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

### Appointing a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.

### Contact e-mail address/telephone number

These will help us if there are any problems with your proxy form.

### Signature(s)

Each shareholder must sign this form as follows in the spaces provided:

Individual	Where the holding is in one name, the holder must sign.
Joint Holding	If your shares are held in joint names, all shareholders must sign in the boxes
Power of Attorney	If you are signing as an Attorney, then the Power of Attorney must have been noted by the Company or be duly stamped and accompany this form.
Companies	Only duly authorised officers can sign on behalf of a Company. Please sign in the boxes provided which state the office held by the signatory. 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 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.

### Delivery of Proxy

To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, that is by **2.30 pm AEDT on the 19 November 2008**, by post, facsimile or in person to the respective addresses stipulated on the proxy form.

### Chairman's Voting Intentions

The Chairman intends to vote in favour of the resolutions set out in the Notice.