



Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of

3D OIL LIMITED

ACN 105 597 279

*Will be held at
11.00am on Tuesday 30 November 2010*

At

*Baker & McKenzie
Level 19 CBW
181 William Street, Melbourne, Victoria 3000*

The Notice of Annual general meeting and Explanatory Statement 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 advisor without delay

3D OIL LIMITED

ACN 105 597 279

Registered office: Level 5, 164 Flinders Lane, Melbourne, Victoria 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of 3D Oil Limited (the "Company") will be held at the offices of Baker & McKenzie, Level 19 CBW, 181 William Street, Melbourne, Victoria at 11.00 am on Tuesday 30 November 2010 (AEDST).

AGENDA

The Explanatory Statement, which accompanies and forms part of this Notice, describes in more detail the matters to be considered.

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the remuneration report) and auditors for the year ended 30 June 2010.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (being pages 17 to 20 of the Company's Annual Report) for the financial year ended 30 June 2010 be adopted."

Resolution 2: Re-election of Ms Melanie Leydin

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

"That Ms Melanie Leydin, who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."

Resolution 3: Re-election of Mr Campbell Horsfall

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

"That Mr Campbell Horsfall, who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."

Resolution 4: Election of Ms Philippa Kelly

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

"That Ms Philippa Kelly, a director who was appointed to the Board as a casual vacancy since the last annual general meeting and who retires in accordance with the Company's Constitution, being eligible and having offered herself for election, be elected as a director."

Resolution 5: Ratification of Option Issue

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

"That for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX Limited and for all other purposes, shareholders ratify the allotment and the issue of the 615,000 options, each exercisable at \$0.40 by 30 November 2014 into one fully-paid ordinary share in the Company, as issued on 2 June 2010 to employees of 3D Oil Limited and on the terms set out in the Explanatory Memorandum."

Voting Exclusion for Resolutions 5:

The Company will disregard any votes cast on this resolution by a person who participated in the issue or an associate of a person who participated in the issue. However the Company need not disregard a vote if:

- (a) *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
- (b) *It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.*

Dated: 25 October 2010

By the order of the Board

A handwritten signature in black ink, appearing to read 'Melanie Leydin', with a stylized flourish at the end.

Melanie Leydin
Secretary

EXPLANATORY MEMORANDUM

Receipt and consideration of Accounts & Reports

A copy of the Annual Report is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9650 9866, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: www.3doil.com.au

Resolution 1: Adoption of Remuneration Report

The Corporations Act 2001 requires listed companies to put to shareholders at the Annual General Meeting a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report. Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the Annual General Meeting. As stated, the resolution is non-binding.

Resolution 2: Re-election of Ms Melanie Leydin

The Constitution of the Company requires that at every annual general meeting, one-third or the next highest number nearest one-third of the Directors, shall retire from office and provides that such Directors are eligible for re-election at the meeting. Ms Leydin has been a non-executive Director since 23 January 2009. She retires by rotation and, being eligible, offers herself for re-election.

Melanie Leydin is a chartered accountant and has over 19 year experience in professional accounting within the resource sector. Melanie is a principal of a chartered accounting firm specialising in audit, accounting and corporate services. Melanie continues to act as Company Secretary and Chief Financial Officer to junior oil and gas and mining entities listed on the ASX.

Resolution 3: Re-election of Mr Campbell Horsfall

The Constitution of the Company requires that at every annual general meeting, one-third or the next highest number nearest one-third of the Directors, shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Horsfall has been a non-executive Director since 20 November 2006 and chairman of the Company since 23 January 2009. He retires by rotation and, being eligible, offers himself for re-election.

Campbell Horsfall is a commercial lawyer with extensive experience in the petroleum industry and has held positions as Company Solicitor for BP Australia Ltd, BHP Petroleum and Japan Australia LNG (MIMI) Pty Ltd and has been General Counsel of Vicpower Trading. Campbell holds Degrees in Law and Commerce from the University of Melbourne and a Diploma from the Securities Institute and practices as a lawyer in Melbourne.

He has been a director of two other publically listed companies and was a non-executive director of Orchard Petroleum Limited. Orchard Petroleum was listed on the ASX and focused exclusively on oil and gas exploration and development in California's prolific hydrocarbon regions of the Sacramento and San Joaquin basins. The Company was delisted in June 2007 following a buy out by a private equity consortium, a transaction which yielded shareholders a return of up to three times their initial investment.

Resolution 4: Election of Ms Philippa Kelly

Ms Philippa Kelly was appointed as a director on 5 January 2010 as a casual vacancy and retires in accordance with the Company's Constitution and is eligible for election.

Philippa has over 25 years experience in the corporate sector, with a background in law and investment banking. She is Chief Operating Officer of the Juilliard Group of Companies, a private property group. Philippa was previously an investment banker with Goldman Sachs JBWere, involved in equity raisings, corporate structuring and acquisitions and mergers for a broad range of resources companies. She has a longstanding exposure and involvement with public boards, with a strong governance and risk management focus.

Philippa qualified with a Bachelor of Laws from the University of Western Australia and has a Graduate Diploma in Applied Finance & Investment. She is a graduate member of the Australian Institute of Company Directors.

Philippa is also a member of Deakin University Council and its Audit & Risk Committee and Treasurer of the Australian Drug Foundation.

Resolution 5: Ratification of Option Issue

ASX Listing Rule 7.1 restricts the number of securities which a listed entity may issue in any 12 month period without the approval of shareholders to 15% of the number of shares on issue at the start of the period subject to certain adjustments and permitted exceptions. The passing of this resolution will mean that the options described below do not count towards the 15% limit, thereby providing the Company with considerable flexibility in meeting any short-term requirements for raising additional capital should it be necessary.

This resolution is to ratify and approve the previous issue of:

- 265,000 options for no consideration to Mr Kevin Lanigan, the Company's exploration manager on 2 June 2010. The options have an exercise price of \$0.40 each, vest on 30 November 2011 and are exercisable by 30 November 2014, and are otherwise on terms similar to options issued to directors and employees of the Company.
- 150,000 options for no consideration to Mr Denis Vukovic, the Company's development manager on 2 June 2010. The options have an exercise price of \$0.40 each, vested on 2 June 2010 and are exercisable by 30 November 2014, and are otherwise on terms similar to options issued to directors and employees of the Company.
- 200,000 options for no consideration to Mr Jan Rindschwenter, the Company's senior geophysicist on 2 June 2010. The options have an exercise price of \$0.40 each, vest on 1 January 2011 and are exercisable by 30 November 2014, and are otherwise on terms similar to options issued to directors and employees of the Company.

Voting Exclusion for Resolutions 5:

The Company will disregard any votes cast on this resolution by a person who participated in the issue or an associate of a person who participated in the issue. However the Company need not disregard a vote if:

- (a) *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*
- (b) *It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.*

Dated: 25 October 2010

By the order of the Board



Melanie Leydin
Secretary

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 11.00 am (AEDST) on 28 November 2010 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
4. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Computershare Investor Services Pty Limited in accordance with the instructions set out in the proxy form by no later than 11:00 am (AEDST) on 28 November 2010.

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com



3D Oil Limited

ABN 40 105 597 279

000001 000 TDO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00am (AEDST) Sunday 28 November 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of 3D Oil Limited hereby appoint

☐ the Chairman of the meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 3D Oil Limited to be held at Baker & McKenzie, Level 19 CBW, 181 William Street, Melbourne, Victoria 3000 on Tuesday, 30 November 2010 at 11:00 am (AEDST) and at any adjournment of that meeting.

STEP 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-election of Ms Melanie Leydin	☐	☐	☐
3 Re-election of Mr Campbell Horsfall	☐	☐	☐
4 Election of Ms Philippa Kelly	☐	☐	☐
5 Ratification of Option Issue	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____