

ABN 34 009 356 665

12 October 2012

The Manager Company Announcements Office Australian Securities Exchange 20 Bridge Street Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

Please find attached a copy of the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form for Bandanna Energy Limited's (ASX: BND) Annual General Meeting for 2012.

These documents will be sent to shareholders today.

The Company's Annual Report for 2012 was lodged with the ASX on 20 September 2012 and has been sent to shareholders who requested a copy. A copy of the Company's Annual Report can also be accessed on the Company's website: www.bandannaenergy.com.au.

Shareholders are invited to attend the Company's Annual General Meeting to be held at the offices of HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, Queensland on Thursday 15 November 2012 commencing at 11.00am (Brisbane time).

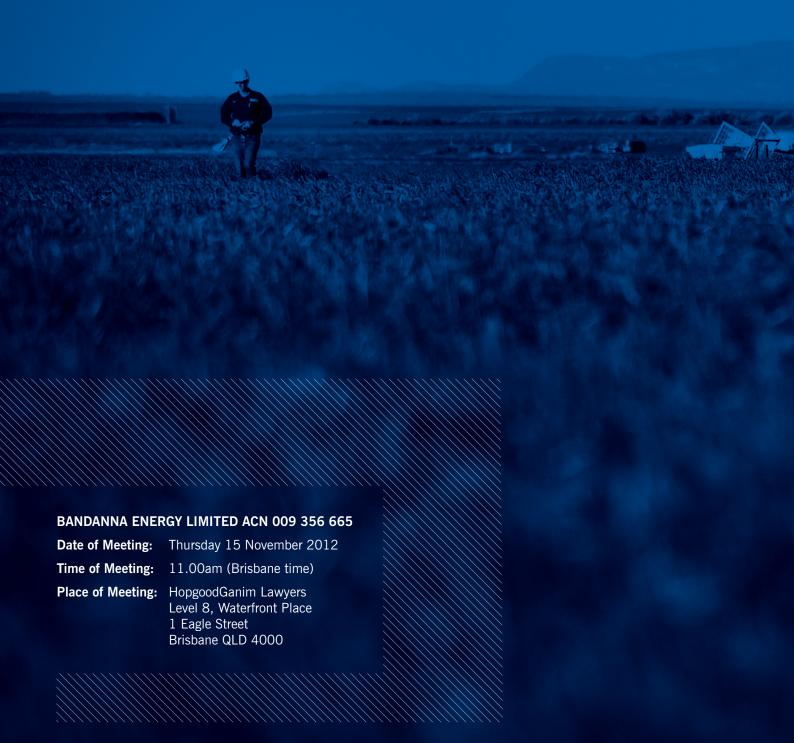
Yours faithfully

Tess Lve

Company Secretary

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NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM





Notice is given that the Annual General Meeting of Shareholders of **Bandanna Energy Limited** ACN 009 356 665 (Company) will be held at the offices of HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on Thursday, 15 November 2012 at 11.00am (Brisbane time).

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2012.

1. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following advisory resolution of the Company:

"That the Remuneration Report for the year ended 30 June 2012 (as set out in the Directors' Report) be adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

2. Resolution 2 – Re-election of Mr David Douglas Heydon Graham as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Mr David Douglas Heydon Graham, who retires by rotation in accordance with Article 59.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

3. Resolution 3 – Re-election of Mr John Harry Pegler as a Director

"That Mr John Harry Pegler, who was appointed by the Directors as an addition to the existing Directors in accordance with Article 58.1 of the Constitution since the last annual meeting of the Company, retires in accordance with Article 58.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

4. Resolution 4 - Performance Rights Plan

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That the Performance Rights Plan, which is summarised in the attached Explanatory Memorandum (at Schedule 1), be approved and that for the purposes of Listing Rule 7.2 Exception 9(b), the issue of Performance Rights under the Performance Rights Plan within three (3) years from the date of this resolution be an exception to Listing Rule 7.1".

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

5. Resolution 5 – Grant of Performance Rights to Mr Michael Gray

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given for the issue to the Managing Director of the Company, Mr Michael Gray, of Performance Rights under the Company's Performance Rights Plan as a long term incentive on the terms set out in the Explanatory Memorandum, and for the issue of Shares upon exercise of those Performance Rights".

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

6. Resolution 6 – Election of Mr Gordon Robert Shackleton Saul as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Mr Gordon Robert Shackleton Saul, who has been nominated in accordance with Article 60 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

7. Resolution 7 – Conditional resolution to hold Director elections at special meeting

Subject to and conditional upon at least 25% of the votes cast on Resolution 1, the adoption of the Remuneration Report, being cast against it, to consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That:

- (a) an extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;
- (b) all of the Non-Executive Directors in office when the resolution to approve the Directors' Report for the financial year ended 30 June 2012 was passed (being Mr Pegler, Mr Barlow, Mr Graham, Mr Johansen and Mr Park) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out on the "Voting exclusions" on page 3 of this Notice of Meeting.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

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Mrs Tess LyeCompany Secretary

11 October 2012

VOTING EXCLUSIONS

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each resolution (as applicable) by the persons in the table below who are identified as being excluded from voting on that resolution.

Terms used in the table below are defined in the Interpretation section of the accompanying Explanatory Memorandum.

Who is excluded from voting on the resolution?

Resolution			As holder of a directed	As holder of an undirected		
Number	Resolution Description	As a Shareholder?	proxy?	proxy?		
1	Remuneration Report	KMP named in the Remuneration Report and their CRP	Proxy holder for KMP named in the Remuneration Report or their CRP	Proxy holder for KMP named in the Remuneration Report or their CRP		
				Proxy holder who is a KMP or CRP (subject to Note 1 below)		
2	Re-election of Mr David Douglas Heydon Graham	No exclusions	No exclusions	No exclusions		
3	Re-election of Mr John Harry Pegler	No exclusions	No exclusions	No exclusions		
4	Performance Rights Plan	Mr Michael Gray and each of his Associates	No exclusions	Mr Michael Gray and each of his Associates		
5	Grant of Performance Rights to Mr Michael Gray	Mr Michael Gray and each of his Associates	No exclusions	Mr Michael Gray and each of his Associates		
6	Election of Mr Gordon Robert Shackleton Saul	No exclusions	No exclusions	No exclusions		
7	Conditional resolution to hold Director elections at special meeting	KMP named in the Remuneration Report and their CRP	Proxy holder for KMP named in the Remuneration Report or their CRP	Proxy holder for KMP named in the Remuneration Report or their CRP		
				Proxy holder who is a KMP or CRP (subject to Note 1 below)		

Note 1. The chair of the Meeting (the Chair) will be entitled to vote an undirected proxy if the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum is provided to Shareholders of Bandanna Energy Limited ACN 009 356 665 (Company) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on Thursday, 15 November 2012 at 11.00am (Brisbane time).

The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 12.

2. CONSIDER THE COMPANY'S ANNUAL REPORT

The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2012 were released to ASX Limited on 20 September 2012. The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item. However, as a Shareholder, you may submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company by 5.00pm (Brisbane time) on Wednesday, 7 November 2012, being no later than five business days prior to the meeting to be held on Thursday 15 November 2012 (unless the meeting is adjourned or postponed).

All questions must be sent to the Company Secretary and may not be sent to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the meeting.

The auditor will also be available to answer questions from Shareholders relevant to:

- the conduct of 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.

3. RESOLUTION 1 – REMUNERATION REPORT

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is Section 5 of the Directors' Report and is set out on pages 59 to 66 of the Annual Report for the period ending 30 June 2012. The 2012 Annual Report is available on the Company's web site www.bandannaenergy.com.au.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

Members will be given a reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic goal of the Company.

If the votes cast against this year's Resolution 1 (to adopt the 2012 Remuneration Report) exceed 25% of the total votes cast, the Company is required to put a resolution to the meeting to determine whether the Company's non-executive Directors (who were in office at the time the 2012 Remuneration Report was approved) will need to stand for re-election at a special meeting to be held within 90 days of the AGM. Further details regarding the implications of the Company receiving votes cast against Resolution 1 in excess of 25% are set out in the Explanatory Memorandum for Resolution 7.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

4. RESOLUTION 2 – RE-ELECTION OF MR DAVID DOUGLAS HEYDON GRAHAM AS A DIRECTOR

Mr David Douglas Heydon Graham retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Mr Graham's qualifications and experience

Mr Graham was re-appointed as a Director of the Company on 19 November 2009, and has been a Director of the Company since 3 October 2008.

Mr Graham has an extensive background with leading financial service and listed companies. Mr Graham has specialised in capital market transactions for organisations including Ord Minnet, Bankers Trust Australia, Bankers Trust International and CitiNational Limited and has served on the boards of Santos Limited, Crusader Limited, Mincom Limited and Bank of Queensland Limited. Mr Graham is Chairman of DDH Graham Limited, an advisory and funds management company he founded in 1981. Mr Graham holds a Bachelor of Economics (Hons) and a Bachelor of Commerce from the University of Queensland, and a Master of Business Administration from Lehigh University (U.S.A.).

The Directors recommend (Mr Graham declines to make a recommendation) that you vote in favour of this Ordinary Resolution.

RESOLUTION 3 – RE-ELECTION OF MR JOHN HARRY PEGLER AS A DIRECTOR

Mr John Harry Pegler retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Mr Pegler's qualifications and experience

Mr Pegler has been a Director of the Company since 1 January 2012 and was appointed Chairman of the Board of Directors from 5 April 2012.

Mr Pegler is a mining engineer by training, with more than 38 years' experience in open-cut and underground resource development, coal mining and processing operations, international and domestic coal marketing, project management and international procurement. Mr Pegler has twice served as the President of the Queensland Resources Council (QRC) and is an elected life member of the QRC. Mr Pegler holds the positions of Chairman of the Australian Coal Association (ACA) and Chairman of ACA Low Emission Technologies Limited, is a director of listed companies Energy Resources of Australia Limited and WDS Limited, and is a director of CS Energy Limited. Mr Pegler holds a Bachelor of Engineering (Mining).

The Directors recommend (Mr Pegler declines to make a recommendation) that you vote in favour of this Ordinary Resolution.

6. RESOLUTION 4 – PERFORMANCE RIGHTS PLAN

Introduction

Pursuant to Resolution 4, the Company is seeking Shareholder approval to adopt the Performance Rights Plan and approval for any potential future issues of securities pursuant to the Performance Rights Plan as an exception under Listing Rule 7.2, Exception 9(b) to Listing Rule 7.1.

Background and Reasons for the Performance Rights Plan

The Company has conducted a review of its remuneration policy which has resulted in amendments to the Company's long term incentive plan offered to employees. In line with current market practice, the long term incentive plan has moved away from the use of options and has lead the Company to adopt the Performance Rights Plan, which will allow the

Company to grant different types of appropriately structured performance-based awards to eligible employees, depending upon the prevailing circumstances and having regard to market practices generally.

The Performance Rights Plan is designed to provide incentives to the employees of the Company and to recognise their contribution to achievement of the Company's strategic goal. In the Company's current circumstances as a developing mining company with identified long-term performance milestones, the Directors consider that Performance Rights provide an appropriate, cost effective and efficient form of performance incentive for senior employees and talent retention for the Company. The inclusion of Performance Rights means that the Company's remuneration framework is aligned with a pay-for-performance remuneration model, as opposed to relying solely on alternative forms of incentives such as the issue of options, cash bonuses or increased remuneration.

The Performance Rights Plan provides for the issue of Performance Rights which, upon a determination by the Board that performance conditions attached to the Performance Rights have been met, will result in the issue of one ordinary share in the Company for each Performance Right.

ASX Listing Rules

ASX Listing Rule 7.1 prohibits a company from issuing new shares equivalent in number to more than 15% of its issued capital in any 12 month period, except in limited circumstances, without the approval of its shareholders.

Exception 9 allows the Company to issue securities under the Performance Rights Plan without the issue of such securities being counted towards the Company's 15% issue capacity under Listing Rule 7.1, where Shareholders have approved the issue of securities under Listing Rule 7.1 and where Shareholders have approved the issue of securities under the Performance Rights Plan as an exception to Listing Rule 7.1, three (3) years prior to the issue of the securities. Resolution 4 is being put to Shareholders for this purpose and will allow the Company to utilise Exception 9 to Listing Rule 7.1 for three (3) years from the date of the Resolution being passed.

As at the date of this Notice, no Performance Rights have been issued under the Performance Rights Plan.

A summary of the terms and conditions of the Performance Rights Plan is set out in Schedule 1 to this Explanatory Memorandum.

Further Considerations

The Company believes that it will derive a significant benefit by incentivising its senior management and key employees through the issue of Performance Rights under the Performance Rights Plan. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercially flexibility to issue Shares that is afforded to it by Listing Rule 7.1.

The Directors (other than Mr Gray) recommend that you vote in favour of this Ordinary Resolution. Mr Gray is eligible to participate in the Performance Rights Plan and therefore declines to make a recommendation in respect of the Resolution.

7. RESOLUTION 5 – GRANT OF PERFORMANCE RIGHTS TO MR MICHAEL JOHN GRAY

Resolution 5 seeks Shareholder approval for the issue of Performance Rights to Mr Michael John Gray, the Managing Director of the Company, under the Performance Rights Plan as a long term incentive.

Background

As part of his long-term incentive remuneration structure, the Company has agreed to grant Mr Gray tranches of Performance Rights over the next three financial years in accordance with agreed principles and subject to the performance conditions set out below.

The Board believes that the issue of Performance Rights to Mr Gray is an effective and appropriate means of incentivising and rewarding him in his role as Managing Director of the Company. Prior to Mr Gray's commencement as Managing Director on 5 March 2012, the (then) Remuneration Committee of the Board had engaged PricewaterhouseCoopers (PwC) to make recommendations in relation to, amongst other things, the design of an appropriate long-term incentive plan for the Company. One recommendation made by PwC, delivered to the (then) Remuneration Committee in April 2012, was the inclusion of Performance Rights in the long-term incentive remuneration of the Managing Director, with quantum to be determined by reference to the Managing Director's base salary.

Performance Rights proposed to be issued to Mr Gray

In accordance with the terms of his employment contract, Mr Gray will be invited to apply for a number of Performance Rights under the Performance Rights Plan that will be issued in the following tranches:

- Immediately upon the Company receiving shareholder approval to issue Performance Rights to Mr Gray (Tranche 1);
- 2. 30 June 2013 (Tranche 2); and
- 3. 30 June 2014 (Tranche 3).

The number of Performance Rights that Mr Gray will be entitled to apply for will be determined by reference to the following formula (the Issue Formula):

$$PR = \frac{AS \times 60\%}{MP}$$

Where:

- PR is the number of Performance Rights;
- AS is Mr Gray's annual salary for the applicable period;
- MP is the market price of the Company's Shares at the date of grant.

Each of the Performance Rights on exercise will convert into one (1) Share.

Terms

The Performance Rights will be granted subject to the terms and conditions of the Performance Rights Plan, a summary of which is set out in $Schedule\ 1$ to this Explanatory Memorandum, but will be subject to the satisfaction of the performance conditions set out below.

Performance Conditions

The Performance Rights will vest (and therefore be capable of being exercised) in Shares on the third anniversary of their grant date¹ (**Performance Period**), subject to Mr Gray meeting the the following two (2) Performance Conditions:

- remaining continually employed with Bandanna throughout the entire Performance Period (Employment Condition); and
- satisfaction of Key Performance Indicators (KPIs) set for him over the Performance Period (KPI Condition).

The Board will, after completion of the Performance Period, determine the extent to which the Performance Conditions have been satisfied and the number of Performance Rights that are capable of vesting and the resultant Shares to be issued as a long term incentive bonus (**Test Date**).

If at the Test Date Mr Gray has satisfied the Employment Condition, 50% of the relevant tranche of Performance Rights issued to him will vest. Conversely, if at the Test Date Mr Gray has not satisfied this condition (for example, if he resigns prior to the Test Date) no Performance Rights issued to him will vest regardless of the satisfaction of the KPIs set for him over the Performance Period.

The vesting of the remaining 50% KPI Condition Performance Rights issued to Mr Gray will be determined by the satisfaction of the KPIs set by the Nomination and Remuneration Committee.

Mr Gray's KPIs for Tranche 1 are still being formalised as at the date of this Notice. The KPIs will be structured around the Company's ability to utilise its allocated 4 Mtpa port capacity in Wiggins Island Coal Export Terminal (WICET) Stage 1 once commissioning of the port is completed. The Company is targeting coal production by the second half of 2014 based on the current schedule for WICET Stage 1.

Given the Company's state of transition from coal explorer to coal producer by 2015, performance metrics such as earnings per share or return of capital will not be appropriate measures of Mr Gray's performance for Tranche 1.

Example

By way of example, if Resolution 5 is approved by Shareholders, Mr Gray will be invited to apply for the equivalent of 60% of his salary in Performance Rights (being Tranche 1).

The Performance Rights issued under Tranche 1 will not be capable of vesting and converting into Shares until after 30 June 2015.

¹ With the exception of Tranche 1, which will vest on 30 June 2015.

If Mr Gray remains employed at 30 June 2015, 50% of the Performance Rights will automatically vest and be capable of being converted into Shares. The vesting of the remaining 50% of the Performance Rights issued to him will be determined by the degree of satisfaction of the KPIs set for him over that period.

If Mr Gray resigns or is terminated prior to 30 June 2015, none of the Performance Rights issued under Tranche 1 will vest.

Mr Gray will be invited to apply for an additional tranche of Performance Rights (Tranche 2) equivalent to 60% of his base salary on 30 June 2013. The Tranche 2 Performance Rights will not be capable of vesting and converting into Shares until after 30 June 2016.

Mr Gray will be invited to apply for the final tranche of Performance Rights (Tranche 3) equivalent of 60% of his salary on 30 June 2014. The Tranche 3 Performance Rights will not be capable of vesting and converting into Shares until after 30 June 2017.

Listing Rules 10.14 and 10.15A

Shareholder approval for issue of the Performance Rights and resulting Shares is sought for the purposes of the ASX Listing Rules.

Listing Rule 10.14

Listing Rule 10.14 provides that a company must not permit a director or an associate of a director to acquire securities under an employee incentive scheme (such as the Performance Rights Plan) without shareholder approval.

Accordingly, Resolution 5 seeks approval under the Listing Rule 10.14 for the grant of the Tranche 1, Tranche 2 and Tranche 3 Performance Rights to Mr Gray on the terms set out above.

Listing Rule 10.15A

ASX Listing Rule 10.15A requires the following information regarding the Performance Rights Plan and Performance Rights to be included in this Explanatory Memorandum:

- Mr Gray is the Managing Director of the Company;
- Subject to Shareholder approval being obtained, the maximum number of Performance Rights that the Company may issue to Mr Gray under each of Tranche 1, Tranche 2 and Tranche 3 will, in accordance with his employment contract, be determined by reference to the Issue Formula;
- No consideration is payable by Mr Gray at the time of grant of the Performance Rights or upon the allocation of Shares to which he may become entitled on the vesting dates;
- No other persons who would require Shareholder approval under Listing Rule 10.14 have participated in the Performance Rights Plan;
- Mr Gray is the only person who requires Shareholder approval under ASX Listing Rule 10.14 that is entitled to participate in the Performance Rights Plan;
- No loans will be made by the Company in connection with the acquisition of Performance Rights by Mr Gray;

- Details of any Performance Rights and/or Shares issued under the Performance Rights Plan will be published in each Annual Report of the Company relating to the period in which Performance Rights or Shares have been issued;
- Any additional persons who become entitled to participate in the Performance Rights Plan after the resolutions are approved who are not named in the Notice will not participate until approval is obtained under Listing Rule 10.14 (if approval is required under that Listing Rule).

Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of the various exceptions to the general prohibition. One of the exceptions includes where the Company first obtains the approval of its shareholders in a general meeting in circumstances where the requirements of Chapter 2E in relation to the convening of that meeting have been met.

A "related party" for the purposes of the Corporations Act is defined widely and includes a director of a public company.

A "financial benefit" for the purposes of the Corporations Act has a very wide meaning. It includes the public company paying money or issuing securities to the related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

Resolution 5, if passed, will confer financial benefits to Mr Gray. The Company however believes that the grant of the Performance Rights is appropriate and reasonable in all the circumstances, as part of the remuneration for Mr Gray's role as Managing Director. Therefore, the Company considers that the grant of the Performance Rights comes within one of the exceptions to Chapter 2E, and shareholder approval is not required for that purpose of the Listing Rules.

The Directors (other than Mr Gray) recommend that you vote in favour of this Ordinary Resolution. Mr Gray has an interest in the outcome of this Resolution 5 and therefore declines to make a recommendation in respect of the Resolution.

8. RESOLUTION 6 – ELECTION OF MR GORDON ROBERT SHACKLETON SAUL AS A DIRECTOR

Mr Gordon Robert Shackleton Saul, in accordance with the Company's Constitution and, being eligible, offers himself for election as a Non-Executive Director.

Mr Saul's qualifications and experience

Mr Saul is currently the competent person in relation to the Resources for the Company's Arcturus and Dingo West projects.

In offering himself for election as a Non-Executive Director, Mr Saul has advised the Company that he is a geologist with more than twenty years' experience in project design and execution in a variety of open cut and underground coal mining environments and has spent more than fifteen years building excellence into professional teams within the mining industry.

Mr Saul considers that, with his strong insight into the factors that deliver successful projects, as a Non-Executive Director he could contribute towards the goal of efficient and profitable coal production by the Company's projects.

The Directors thank Mr Saul for offering his services as a Non-Executive Director and acknowledge his significant support to the Company's exploration activities through his role as a consultant. However, the Directors do not consider that it is in the interests of Shareholders that Mr Saul be appointed as a Non-Executive Director of the Company at this time, for the reasons set out below.

Reasons for the Recommendation of the Board on Resolution 6

Independence

The Board is committed to achieving a majority of independent Directors. Currently, the Company does not comply with ASX Principle 2.1, with four of six Directors considered to be non-independent. Mr Saul is the sole director and a shareholder (through an interposed entity) of Resolve Geo Pty Ltd, a substantial shareholder in the Company. Resolve Geo Pty Ltd also has contractual rights to be paid royalties in relation to a significant number of the Company's projects, including the Springsure Creek Project.

Due to Mr Saul's interests in the Company, if he was appointed to the Board he would be considered to be non-independent, which would increase the number of non-independent Directors on the Board from four to five.

Director Selection Process

During the financial year ending 30 June 2013 the Company is developing its process for the selection of Directors, and a skills gap analysis will be conducted as part of an independent review of the effectiveness of the Board. Gaps in the experience, expertise and diversity of the Board will be identified and, together with independence considerations, will be taken into account in any decision or recommendation by the Board to shareholders to appoint a new Director. Accordingly, at this time the appointment of a geologist as a non-independent, Non-Executive Director is considered by the Board to be premature and may unnecessarily add to the size of the Board without addressing gaps in the experience, expertise and diversity of the Board.

Both of these reasons are discussed in the Corporate Governance Statement in the context of departures from ASX Principle 2.1.

For the reasons set out above, the Directors recommend that you vote against this Ordinary Resolution.

9. RESOLUTION 7 – CONDITIONAL RESOLUTION TO HOLD DIRECTOR ELECTIONS AT SPECIAL MEETING

In 2011, laws on executive remuneration were introduced, including the "two strikes rule". Under the two strikes rule, if more than 25% of the votes cast on the resolution to adopt the Remuneration Report are "against" the resolution, the company receives a "strike".

At last year's AGM, 44.09% of the votes cast in respect of the resolution to adopt the Company's 2011 Remuneration Report were voted against that resolution. Accordingly, the Company received a "first strike".

As a result of this, this Notice of Meeting includes a conditional resolution (Resolution 7). This resolution will be put to the meeting, but even if it is passed, it will only become effective if, on the basis of the formal results of the poll, it is evident that the Company has received a second strike.

If the votes cast against this year's Resolution 1 (to adopt the 2012 Remuneration Report) again exceed 25% of the total votes cast, the Company will receive a "second strike". If a company receives two strikes, it is required to put a resolution to the meeting to determine whether the Company's Non-Executive Directors (who were in office at the time the 2012 Remuneration Report was approved) will need to stand for re-election at a special meeting to be held within 90 days of the AGM (Spill Meeting).

If a Spill Meeting is held, Non-Executive Directors John Pegler, Jeremy Barlow, David Graham, Robert Johansen and Park Soon IL will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting.

If Mr Graham and Mr Pegler are re-elected at this year's AGM, they will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting. The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic goal of the Company.

Holding a Spill Meeting would cause the Company to incur meeting costs and significant disruption to the running of the Company as a result of management distraction, the time involved in organising such a meeting and the diversion of resources

The Directors recommend that you vote against this Ordinary Resolution on the basis that it would be extremely disruptive to the Company.

10. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions provided below:

- delivered by post to the Share Registry of the Company, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001;
- sent by fax to the Share Registry of the Company, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia); or
- online by visiting www.investorvote.com.au and logging in using the control number found on the front of your accompanying Proxy Form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

11. VOTING ENTITLEMENTS

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm (Sydney time) on Tuesday, 13 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

12. INTERPRETATION

Associate has the meaning in the Corporations Act.

ASX means ASX Limited.

ASX Principles means the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council with 2010 Amendments, Second Edition.

Board means the board of Directors of the Company.

Closely Related Party (as defined in the Corporations Act) or CRP of a member of the Key Management Personnel for an entity or person means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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 entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Corporate Governance Statement means the Company's Corporate Governance Statement set out in Section 4 of the

Company's Annual Report for the year ended 30 June 2012.

Corporations Act means the Corporations Act 2001 (Cth).

Company means Bandanna Energy Limited ACN 009 356 665.

Directors means the directors of the Company.

JORC Code means the code prepared by the Joint Ore Reserve Committee which defines the criteria for publicly reporting, amongst other things, Resources.

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rule means the Listing Rules of the ASX Limited.

Meeting means this meeting.

Notice means the notice of meeting which accompanies this Explanatory Memorandum.

Performance Rights Plan means the Bandanna Energy Limited Performance Rights Plan adopted by the Board to be effective from 1 July 2012.

Resources means the part of the coal deposit for which there is a reasonable prospect for eventual extraction as defined in the JORC Code.

Shareholder means a holder of ordinary shares in the Company.

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

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

Mrs Tess Lye Company Secretary Bandanna Energy Limited Level 4, 260 Queen Street Brisbane QLD 4000

07 3041 4400

SCHEDULE 1 TO EXPLANATORY MEMORANDUM

Summary of the key terms of the Performance Rights Plan

Plan Overview	The Performance Rights Plan (the Plan) is to extend to Eligible Persons of the Company or a Controlled Entity of the Company as the Board may in its discretion determine. The Plan is a long term incentive aimed at creating a stronger link between the Company's key personnel's performance and reward, whilst increasing Shareholder value in the Company.
Eligible Persons	A Director, Officer or Employee who is from time to time engaged in full or part-time work for the Company or a Controlled Entity and the Board determines in its absolute discretion is to participate in the Plan.
Participant	An Eligible Person who applies and becomes a member of the Plan is a Participant.
Plan limit	The maximum number of Performance Rights that may be issued under the Plan (or any other plan or similar arrangement – including the Company's Employee Share Option Plan) will not, when aggregated with the number of Shares on issue, exceed 5% of the issued capital of the Company from time to time.
	For the purposes of calculating this 5% limit, ASIC includes:
	• all Shares issued (or which might be issued pursuant to the exercise of a Performance Right) in connection with the Plan from time to time;
	 the number of Shares in the same class that would be issued if all of the Performance Rights under the Plan were accepted; and
	 the number of Shares in the same class issued during the previous five years pursuant to a Performance Rights Plan,
	but specifically excludes:
	any offers which are received outside of Australia;
	offers made under a disclosure document;
	 offers that do not require disclosure under section 708 of the Corporations Act; and options over Shares where the relevant option has lapsed.
Acceptance of Invitation to Participate in the Plan	An Invitation to participate in the Bandanna Performance Rights Plan may be accepted by an Eligible Person (to whom the invitation is made), by delivering a signed "Application for Rights" to the Company in the form determined by the Board and stated in the letter of Invitation.
Performance Condition	The Board will determine in its absolute discretion whether any performance hurdles or other conditions (including as to time) will be required to be met (Performance Conditions) before the Performance Rights which have been granted under the Plan can vest.
	Performance Rights will vest upon the satisfaction of the Performance Conditions.
	The Board will as soon as reasonably practicable after the date at which Performance Conditions are to be measured to determine whether that Performance Right becomes a Vested Performance Right (Test Date), provide written notification to each Participant of their determination of the number of Vested Performance Rights for that Participant.
	A Performance Right can only be exercised by an Participant if:
	• they have provided a Notice of Exercise in relation to the Performance Right;
	• it is a Vested Performance Right;
	it has not lapsed; and
	• the exercise is effected on the first Business Day of a calendar month.
Grant Price	Unless otherwise determined by the Board, Performance Rights will be granted for nil consideration under the Plan on the basis that they represent valid consideration for the Participant's performance as an employee.
Exercise Price	Unless otherwise determined by the Board and provided for in the Invitation, the exercise price for each Vested Performance Right will be nil.
Exercise Period	The terms for exercise, including the exercise period, are stated in the Invitation, however the exercise period must not exceed ten years and any Performance Rights must not be exercise during a closed period as prescribed in the Company's Securities Trading Policy.

Summary of the key terms of the Performance Rights Plan

Lapse

- A Performance Right lapses, to the extent that it has not been exercised, on the earlier to occur:
- the Expiry Date (being five years after the date that the Performance Rights are granted);
- the date on which the Board makes a determination that the Performance Conditions have not been satisfied on the Test Date;
- the date on which the Board makes a determination that a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to the Company or Related Body Corporate, or in the event of a Change in Control Event (being a scheme of arrangement, takeover bid, or ability to replace all or a majority of the Directors), the last day specified in writing in a notice given by the Board to each Participant, that he or she may exercise Vested Performance Rights;
- 3 months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Participant ceases to be employed by the Company or Related Body Corporate because of an Uncontrollable Event:
- if a Participant ceases to be employed by the Company or Related Body Corporate because of a Controllable Event:
 - (a) Vested Performance Right 3 months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Participant ceased that employment; or
 - (b) Unvested Performance Right the date of cessation of employment.

An Uncontrollable Event is:

- death, serious injury, disability or illness which renders the Participant incapable of continuing employment with the Company or Related Body Corporate;
- forced early retirement, retrenchment or redundancy; or
- such other circumstances which results in a Participant leaving the employment of the Company and which the Board determines is an Uncontrollable Event.

A Controllable Event means cessation of employment other than by an Uncontrollable Event.

Rights and restrictions of Performance Rights

- Performance Right issued pursuant to the Plan have no rights to dividends and no rights to vote at meetings of the Company until that Performance Right is exercised;
- Shares acquired upon exercise of the Performance Rights will upon allotment rank pari passu in all respects with other Shares, except as set out in the Plan;
- If there are certain variations of the share capital of the Company including a capitalisation or rights issue, sub-division, consolidation or reduction in share capital, a demerger (in whatever form) or other distribution in specie, the Board may make such adjustments as it considers appropriate;
- Performance Rights will not be quoted on the ASX. The company will apply for quotation of the exercised Shares on the ASX within 10 Business Days after the date of allotment of those Shares;
- A Performance Right does not confer on the Participant the right to participate in a new issues of Shares by the Company, including by way of bonus issue, rights issue or otherwise;
- The Participant must comply with the in the Company's Securities Trading Policy and the Constitution in respect of any Shares that may be issued under the Plan;
- Subject to law and the Company's Securities Trading Policy, there will be no restrictions on the sale, transfer or disposal of Shares once issued.

Assignability

Except on the death of a Participant, Performance Rights may not be transferred, assigned or novated except with the approval of the Board

Administration

The Plan is administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules, including any waiver granted by ASX) in addition to those set out in the Plan.

Change of Control

Where a proposal (whether by takeover bid, scheme of arrangement or otherwise) is publicly announced in relation to the Company which the Board reasonably believes may lead to a Change in Control Event:

- all of the Participant's Unvested Performance Rights, that have not lapsed, will become Vested Performance Rights; and
- the Board may promptly notify each Participant in writing that he or she may, within the period specified in the notice (Change of Control Notice Period), exercise Vested Performance Rights.

Unless the Board of Directors determines otherwise Vested Performance Rights that are not exercised by the end of the Change of Control Notice Period shall lapse at the end of the change of Control Notice Period.

Limiting Circumstances

No Performance Right may be offered, issued, vested or exercised if to do so:

- would contravene the Corporations Act;
- would contravene the Company's Securities Trading Policy;
- would contravene the Company's Constitution;
- would contravene the achievement of the Company's strategic goals or potentially undermine shareholder confidence: or
- would contravene the local laws or customs of an Employee's or a Director's country of residence or
 in the opinion of the Board would require actions to comply with those local laws or customs which are
 impractical

Amendments

Subject to the Listing Rules and the Corporations Act, the Board may amend the Plan at any time, but may not do so in a way which materially reduces the rights of Participants' existing rights without their consent, unless the amendment is to comply with the law, to correct an error or similar.

Termination and suspension

The Plan may be terminated or suspended at any time by resolution of the Directors without notice to the Participants. The suspension or termination will not affect any existing grants of Performance Rights already made under the Plan and the terms of the Plan will continue to apply to such Performance Rights.





260 Queen Street Brisbane QLD 4000

www.bandannaenergy.com.au



BANDANNA ENERGY LIMITED ACN 009 356 665





→ 000001 000 BND MR SAM SAMPLE **FLAT 123** 123 SAMPLE STREET THE SAMPLE HILL

SAMPLEVILLE VIC 3030

SAMPLE ESTATE

Lodge your vote:

Online:

www.investorvote.com.au

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 552 270 (outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

Cast your proxy vote

Access the annual report

Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 19999999999

PLEASE NOTE: For security reasons it is important that you keep your

SRN/HIN confidential.

For your vote to be effective it must be received by 11:00am (Brisbane time) Tuesday 13 November 2012

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%. If you do not mark any of the boxes on the items of business, 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

Exercise of undirected proxies by key management personnel: If a member of the Company's key management personnel (other than the Chairman of the Meeting) or their closely related parties is your proxy, that person will not vote your shares on Resolutions 1, 4, 5 & 7 (which are connected directly or indirectly with the remuneration of a member of key management personnel) if you have not directed them how to vote on those items.

If the Chairman of the Meeting is appointed your proxy (or becomes your proxy by default), you authorise the Chairman of the Meeting to exercise your proxy on Resolutions 1, 4, 5 & 7 even those these Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel (and the Chairman of the Meeting is a member of key management personnel).

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution with the exception of Resolution 7 where the Chairman of the Meeting will be

If the Chairman of the Meeting is appointed your proxy (or becomes your proxy by default), you authorise the Chairman of the Meeting to exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of

If you do not wish to authorise the Chairman of the Meeting to vote your proxy in this way, you should direct your proxy in accordance with the instructions in this proxy form.

Key management personnel of the company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the company directly or indirectly including any director (whether executive or otherwise) of that company. Their closely related parties are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

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 for Postal Forms

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

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".

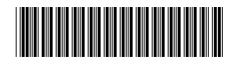
Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form



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



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Resolution 3	Re-election of Mr Jo	nn Harry Peg	gler as a Director							
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