

ENTEK ENERGY LIMITED

ACN 108 403 425

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

30 November 2005

TIME OF MEETING

10.30 am WST

PLACE OF MEETING

45 Ventnor Avenue
West Perth Western Australia

This Notice of Annual General Meeting and Explanatory Memorandum 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 adviser without delay.

ENTEK ENERGY LIMITED
ACN 108 403 425

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Entek Energy Limited (“**Company**”) will be held at 45 Ventnor Avenue, West Perth, Western Australia on 30 November 2005 commencing at 10.30 am WST.

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

AGENDA

BUSINESS

Financial Report for the Period Ended 30 June 2005

To receive and consider the financial report of the Company, the Directors’ Report and the Auditor’s Report for the period ended 30 June 2005.

Resolution 1 – Adoption of Remuneration Report

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

"That Shareholders adopt the Remuneration Report for the financial year ended 30 June 2005."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

Resolution 2 – Election of Mr Russell Brimage as a Director

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

"That, for the purpose of section 201H(3) of the Corporations Act and all other purposes, Mr Russell Brimage having been appointed as an additional director of the Company on 10 August 2005 and being eligible for election, be elected a Director".

Resolution 3 – Election of Mr Paul Garner as a Director

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

"That, for the purpose of section 201H(3) of the Corporations Act and all other purposes, Mr Paul Garner having been appointed as an additional director of the Company on 10 August 2005 and being eligible for election be elected a Director."

Resolution 4 – Election of Mr Geoffrey Gander as a Director

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

ENTEK ENERGY LIMITED
ACN 108 403 425

"That, for the purpose of section 201H(3) of the Corporations Act and all other purposes, Mr Geoffrey Gander, having been appointed as an additional director of the Company on 29 August 2005 and being eligible for election, be elected a Director."

Resolution 5 – Election of Mr Julian Waterman as a Director

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

"That, for the purpose of section 201H(3) of the Corporations Act and all other purposes, Mr Julian Waterman, having been appointed as an additional director of the Company on 28 June 2005 and being eligible for election be elected a Director."

Resolution 6 – Approval of Increase in Non-Executive Directors' Fees

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

"That, for the purposes of clause 42.1 of the Constitution and all other purposes, the Directors' fees payable in aggregate to the non-executive directors of the Company be \$200,000 per annum in total."

The Company will disregard any votes cast on Resolution 6 by a director of the Company 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 7 –Ratification of Issue of Shares

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

"That, for the purpose of Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, Shareholders ratify the allotment and issue of 5,925,000 Shares at an issue price of \$0.04 (4 cents) each on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Short Explanation: An equity issue can be ratified by shareholders in accordance with the Listing Rules. This allows the Company flexibility to issue securities in the future up to the threshold of 15% of its total Shares on issue in any 12 month period. Please refer to the Explanatory Memorandum for details.

ENTEK ENERGY LIMITED
ACN 108 403 425

The Company will disregard any votes cast on this resolution by a person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate 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.

Please note terms used in Resolutions 1 to 7 of this Notice of Meeting have the same meaning as set out in the glossary of the Explanatory Memorandum accompanying this Notice.

By Order of the Board of Directors

Jack Toby
Company Secretary
Entek Energy Limited

26 October 2005

ENTEK ENERGY LIMITED
ACN 108 403 425

PROXIES

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- 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 must be appointed to represent a specified proportion of the shareholder's voting rights.
- A proxy may, but need not be a shareholder of the Company.
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the meeting.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either:

- (a) send the proxy form by facsimile to the Company on facsimile number (08) 9389 4462 (International: + 61 8 9389 4462);
- (b) deliver the proxy form to the Company's registered office at 45 Ventnor Avenue, West Perth, Western Australia; or
- (c) deliver the proxy form to the Company's Share Registry, Computershare Investor Services Pty Ltd, Level 2 Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia on facsimile number (08) 9323 2033 (International: + 61 8 9323 2033).

so that it is received not later than 10:30 am (WST) on 28 November 2005.

Your proxy form is enclosed.

ENTITLEMENT TO VOTE

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at the close of business on 28 November 2005 will be entitled to attend and vote at the Annual General Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

ENTEK ENERGY LIMITED
ACN 108 403 425

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the shareholders of Entek Energy Limited ("**Company**") in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 45 Ventnor Avenue, West Perth, Western Australia on **30 November 2005 commencing at 10.30 am (WST)**.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial Reports

Shareholders will be given an opportunity to ask questions of the Directors and the Auditors in relation to the accounts of the Company at the Annual General Meeting.

Resolution 1 – Adoption of Remuneration Report

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2005.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to section 250R(3), the vote on this resolution is advisory only and does not bind the Board or the Company.

The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Election of Mr Russell Brimage as a Director

Pursuant to section 201H(3) of the Corporations Act, if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting.

ENTEK ENERGY LIMITED
ACN 108 403 425

On 10 August 2005, the Directors appointed Mr Russell Brimage as a director of the Company. Section 201H(3) of the Corporations Act requires the appointment of Mr Brimage as Director to be confirmed by ordinary resolution. If such resolution is not obtained, Mr Brimage's appointment will cease at the end of the annual general meeting.

Mr Brimage submits himself for election in accordance with section 201H(3) of the Corporations Act.

Mr Brimage has in excess of 30 years experience in the upstream oil and gas industry. Mr Brimage is currently a non-executive director of Lion Energy Limited.

Resolution 3 – Election of Mr Paul Garner as a Director

Pursuant to section 201H(3) of the Corporations Act, if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting.

On 10 August 2005, the Directors appointed Mr Paul Garner as a director of the Company. Section 201H(3) of the Corporations Act requires the appointment of Mr Garner as Director to be confirmed by ordinary resolution. If such resolution is not obtained, Mr Garner's appointment will cease at the end of the annual general meeting.

Mr Garner submits himself for election in accordance with section 201H(3) of the Corporations Act.

Mr Garner has extensive experience in international business and over 30 years experience in the property and equities market. Mr Garner is currently a non-executive director of Lion Energy Limited and an executive director of New Horizon Energy Limited.

Resolution 4 – Election of Mr Geoffrey Gander as a Director

Pursuant to section 201H(3) of the Corporations Act, if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting.

On 29 August 2005, the Directors appointed Mr Geoffrey Gander as a director of the Company. Section 201H(3) of the Corporations Act requires the appointment of Mr Gander as a Director to be confirmed by ordinary resolution. If such resolution is not obtained, Mr Gander's appointment will cease at the end of the annual general meeting.

Mr Gander submits himself for election in accordance with section 201H(3) of the Corporations Act.

Mr Gander graduated from the University of Western Australia in 1984 where he completed a Bachelor of Commerce Degree. Over the past 20 years, Mr Gander has held various senior management roles in technology companies including sales and regional marketing manager at IBM Australia and General Manager of Global Electronic Payments and ASX listed company, Intellect Holdings Limited. Mr Gander now works as an industry consultant to a

ENTEK ENERGY LIMITED
ACN 108 403 425

range of private and public companies. In addition to his non executive director role at Entek Energy Limited, Mr Gander holds an executive director role with the ASX listed Acuity Investment Management Limited as well as sitting on the boards of the ASX listed Virtualplus Holdings Limited, Novacoat Holdings Limited and Jupiter Energy Limited. He also sits on the boards of the privately held companies Buyshop Limited and Highway 1 (Australia) Pty Limited.

Resolution 5 – Election of Mr Julian Waterman as a Director

Pursuant to section 201H(3) of the Corporations Act, if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting.

On 28 June 2005, the Directors appointed Mr Julian Waterman as a director of the Company. Section 201H(3) of the Corporations act requires the appointment of Mr Waterman as Director to be confirmed by ordinary resolution. If such resolution is not obtained, Mr Waterman's appointment will cease at the end of the annual general meeting.

Mr Waterman submits himself for election in accordance with section 201H(3) of the Corporations Act.

Mr Waterman has extensive experience in management and facilities establishment and broad experience in the manufacturing and plastics industries. Throughout his comprehensive career Mr Waterman has been responsible for recruitment and training, production management, accounting and administration and sales and marketing. He is Managing Director of Foamfast Pty Ltd, a company he established in 2003, specialising in the manufacture of polystyrene products and a range of construction materials and systems. Foamfast is now a major supplier to the building industry in South Australia and Victoria. Mr Waterman is also a director of Australian Pod Brokers Pty Ltd, a distributor of building products. Mr Waterman is currently a non-executive director of Lion Energy Limited.

Resolution 6 – Approval of Increase in Non-Executive Directors' Fees

The Corporations Act and Article 42.1 of the Constitution specify the maximum aggregate amount of Directors' fees that can be paid for all Non-Executive Directors must be approved by the Company in a general meeting.

Accordingly Shareholders are being asked to approve the maximum aggregate amount of Directors' fees that can be payable to the Non-Executive Directors to be \$200,000 per annum.

The proposed maximum aggregate amount of Non-Executive Directors' fees will enable the Company to maintain a level of Board remuneration competitive with market conditions, thereby ensuring it is able to attract and retain high calibre Non-Executive Directors.

ENTEK ENERGY LIMITED
ACN 108 403 425

The maximum level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However the Board considers that it is reasonable and appropriate as this will provide the Company with the flexibility to attract appropriately qualified directors and to act quickly if the circumstances require it.

Resolution 7 – Ratification of Issue of Shares

This resolution was put before Shareholders as Resolution 1 at the general meeting held on 20 October 2005 and which was defeated with 7,089,011 votes for the resolution and 7,577,130 votes against the resolution. The Company again seeks Shareholder approval at this annual general meeting to ratify the issue of Shares as noted below. At the general meeting held on 20 October 2005, Shareholders approved a resolution authorising the Company to place Shares by 19 January 2006 at a price equal to 80% of the average market price for Shares calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue was made, or if there is a prospectus, Product Disclosure Statement or offer information statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date of the prospectus, Product Disclosure Statement or offer information statement is signed.

Background

On 29 August 2005, the Company announced that a placement of 5,925,000 Shares would be arranged to raise \$237,000. The Shares were issued at 4 cents per share on 29 August 2005. The Shares were issued to sophisticated and professional investors as defined in section 708 of the Corporations Act and therefore no disclosure document was needed.

The funds raised will be applied to expenditure on the Company's oil and gas interests and working capital.

ASX Listing Rules

The Shares were issued within the 15% annual limit permitted under ASX Listing Rule 7.1 without Shareholder approval. The effect of Shareholders passing resolution 7 set out in this Notice, therefore, will be to restore the Company's ability to issue Shares (or options) within that limit, to the extent of the 5,925,000 Shares referred to above.

ASX Listing Rule 7.4.2 provides that where a company in general meeting ratifies the previous issue of securities, those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the number of securities issued was 5,925,000 Shares;
- (b) the Shares were issued to investors set out below:

ENTEK ENERGY LIMITED
ACN 108 403 425

AH & EM Blaguire	2,500,000
Mocter Pty Ltd	2,175,000
Chong Kwee Ch'ng	1,000,000
Marven Pty Ltd	250,000

None of these parties are related parties of the Company.

- (c) the issue price of the Shares was \$0.04;
- (d) an amount of \$237,000 was raised from the issue. These funds are to be used for expenditure on the Company's oil and gas interests and for general working capital; and
- (e) the rights attaching to the Shares are the same as those already on issue.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

ASIC	means Australian Securities and Investments Commission.
ASX	means Australian Stock Exchange Limited ACN 008 624 691.
Board	means the board of Directors of the Company.
Company	means Entek Energy Limited ACN 108 403 425.
Constitution	means the constitution of the Company.
Corporations Act	means Corporations Act 2001.
Corporations Regulations	means Corporations Regulations 2001.
Director	means a director of the Company.
Listing Rules	means the Listing Rules of ASX.
Non-Executive Director	means a non-executive director of the Company.
Notice	means the Notice of Meeting accompanying this Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means an ordinary shareholder of the Company.

ENTEK ENERGY LIMITED
ACN 108 403 425

PROXY FORM

The Company Secretary
Entek Energy Limited
Registered Office Address:

Ground Floor
45 Ventnor Avenue
WEST PERTH WA 6005
(08) 9389-4462

Facsimile:

I/We (name of shareholder)
of (address)
being a member/members of Entek Energy Limited HEREBY APPOINT
(name)
of (address)
and/or failing him (name)
of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 45 Ventnor Avenue, West Perth, Western Australia. on 30 November 2005 commencing at 10.30 am Western Standard Time and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Mr Russell Brimage as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-Election of Mr Paul Garner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-Election of Mr Geoffrey Gander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Re-Election of Mr Julian Waterman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Approval of Increase in Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 - Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

If the Chair of the meeting is appointed as your proxy, or may be appointed in 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.

ENTEK ENERGY LIMITED
ACN 108 403 425

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcomes of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

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 of if a poll is calculated on the resolution.

The Chairman intends to vote in favour of all resolutions in relation to undirected proxies.

<i>This Proxy 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</i>
--

If the shareholder(s) is an individual:

Dated: 2005

Dated: 2005

If the shareholder is a company:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary
Dated: 2005

Director/Secretary

ENTEK ENERGY LIMITED
ACN 108 403 425

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must 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.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. 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, by post, facsimile or e-mail to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Chairman intends to vote in favour of all resolutions in relation to undirected proxies.
8. You can deliver the proxy form to the Company's Share Registry, Computershare Investor Services Pty Ltd, Level 2 Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia on facsimile number (08) 9323 2033 (International: + 61 8 9323 2033).