



3D OIL LIMITED

ABN 40 105 597 279

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY STATEMENT

**The Annual General Meeting will be held at
Stamford Plaza Melbourne, Kensington Room, 111 Little Collins Street
Melbourne, Victoria**

**at
11.00 am on Friday 28 November 2008**

This 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 adviser 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 Stamford Plaza Melbourne, Kensington Room, 111 Little Collins Street, Melbourne, Victoria at 11.00 am on Friday 28 November 2008. (AEDST).

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 2008.

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 19 to 23 of the Company's Annual Report) for the financial year ended 30 June 2008 be adopted."

Resolution 2: Re-election of Mr Peter Willcox

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

"That Mr Peter Willcox, 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: Ratification of Share 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 issue of 13,500,000 shares at an issue price of 52 cents on 15 April 2008 to the persons and on the terms set out in the Explanatory Memorandum accompanying this Notice."

Resolution 4: 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 400,000 options, each exercisable at \$0.75 by 31 March 2013 into one fully-paid ordinary share in the Company, as issued on 31 March 2008 to Mr Dennis Vuckovic, the Company's development manager and on the terms set out in the Explanatory Memorandum."

Voting Exclusion for Resolutions 3 and 4:

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.

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: Election of Mr Peter Willcox

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 Willcox has been a non-executive Director and chairman of the Company since November 2007. He retires by rotation and, being eligible, offers himself for re-election.

Mr Willcox was chief executive officer of BHP Petroleum from 1986 to 1994 and vice president of Amoco Production Co Ltd, along with holding various other roles in London, Houston, Egypt, Iran and Chicago between 1973 and 1986. Between 1966 and 1973 Mr Willcox occupied positions in London, Qatar and Abu Dhabi for Iraq Petroleum Company Ltd (a consortium of BP, Shell, Exxon, Mobil, and Total). He is presently a director of Telstra Ltd. Mr Willcox gained a physics degree at Cambridge University in the UK and completed the Senior Executive Programme at the Stanford School of Business.

Resolution 3: Ratification of Share 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 shares 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.

The Company is seeking shareholder approval to ratify and approve the previous issue of 13,500,000 fully paid ordinary shares at an issue price of 52 cents to 25 institutional and sophisticated investors of Veritas Securities Limited on 15 April 2008. The shares issued rank equally with the existing fully paid ordinary shares on issue. The funds raised by this placement, being \$7,020,000, were used to assist the Company to develop the West Seahorse oil field in Bass Strait.

Resolution 4: Ratification of Option Issue

Similar to resolution 3, the passing of this resolution will mean that the options described below do not count towards the 15% limit set out in ASX Listing Rule 7.1, 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 400,000 options for no consideration to Mr Dennis Vuckovic, the Company's development manager on 31 March 2008. The options have an exercise price of \$0.75 each, vest on 31 March 2010 and are exercisable by 31 March 2013, and are otherwise on terms similar to options issued to directors and employees of the Company.

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 7.00 p.m. (AEDST) on 26 November 2008 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 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 Ltd in accordance with the instructions set out in the proxy form by no later than 11am (AEDST) on 26 November 2008.

Dated: 16th October 2008

By the order of the Board



Melanie Leydin
Secretary