

4 November 2009

NSX Limited
Level 2,
117 Scott Street
Newcastle NSW 2300

NOTICE OF ANNUAL GENERAL MEETING/PROXY FORM

Meridien Resources Limited (NSX: MRW) attaches the following;

- Notice of Annual General Meeting and Explanatory Memorandum
- Proxy Form

Yours faithfully,

MERIDIEN RESOURCES LIMITED



Richard Hill
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If members are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Notice is hereby given that the Annual General Meeting of the shareholders of Meridien Resources Limited (Company) will be held at 11:00 a.m. Monday 30 November 2009 at Level 12, MLC Centre, 19-29 Martin Place Street, Sydney, New South Wales for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The explanatory memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered.

AGENDA

ORDINARY BUSINESS

Receipt of Annual Financial Report

The shareholders of the Company hereby receive the Company's 2009 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2009, together with the Director's declaration and report in relation to that financial year and the auditor's report on those financial statements.

Resolution 1- Remuneration Report (non-binding)

To consider and put to a non-binding vote the following resolution:

"That the Remuneration Report required by Section 300A of the Corporations Act, as contained in the Director's Report of the Company, for the year ended 30 June 2009 be adopted, details of which are set out in the explanatory notes in Resolution 1 in the Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Mr K J Good, Mr K R Shirlaw, Mr J Macfarlane, and Mr M Ivkovic (being Executive Directors of the Company during the period) and any associate of Mr Good, Mr Shirlaw, Mr Macfarlane and Mr Ivkovic.

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.



MERIDIEN RESOURCES

Resolution 2- Re- Election of Mr Kevin R Shirlaw

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

“That Mr Kevin R Shirlaw, who retires by rotation in accordance with Clause 21.3 of the Company’s Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

By order of the Board
Meridien Resources Limited

Richard Hill
Company Secretary

Dated: 26 October 2009

NOTES:

1. The Chairman intends to vote all undirected proxies in favour of all resolutions except where a voting restriction applies.
2. A Shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the Shareholder. 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 need not be a Shareholder of the Company.
3. A proxy form accompanies this notice of meeting and contains additional information
4. To be valid, duly completed proxy appointment authorities under which a proxy form is signed, such as a power of attorney, must be received by the Company at an address specified in the proxy form no later than 48 hours before the time in Sydney of the commencement of the meeting.
5. A proxy form and proxy appointment authorities may be lodged in person or mail at the registered office at DFK-Richard Hill, Level 11, 32 Martin Place, Sydney NSW 2000 Australia or at the Share registry at Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000, GPO Box 3993 NSW 2001 Australia or by facsimile to 612 9279 0664.
6. For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at the close of business on Thursday 26 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.
7. The constitution of the Company provides that a quorum for a general meeting of the Company is two Shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on **30 November 2009 at 11:00 a.m. (Sydney time)** at Level 12 of the MLC Centre, 19-29 Martin Place, Sydney, New South Wales.

This Explanatory Memorandum should be read in conjunction with the accompanying notice of Annual General Meeting and is a brief explanation of the matters contained in the Notice of Annual General Meeting.

ORDINARY BUSINESS

Resolution 1- Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2009.

The Remuneration Report is a distinct section of the Annual Directors' Report which deals with the remuneration of Directors and Executives of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 11-13.

The factors considered in reviewing the proposed amount also included:

- (a) the need for boards of directors to attract and retain talented members;
- (b) general market movement in non-executive Director remuneration; and
- (c) the considerable change in the market place in relation to the role of Boards of Directors which include their fiduciary responsibilities.

Resolution 2- Re- Election of Mr Kevin R Shirlaw

Mr Kevin R Shirlaw was appointed as a Director on 23 June 2008.

The Company's constitution requires, at every Annual General Meeting, one-third of the Directors retire from office. The Director to retire at an Annual General Meeting is he who has been longest in office since their election. Accordingly, Mr Shirlaw offers himself for re-election.



A brief description of the Director offering himself for re-election is set out below.

Mr. Kevin R Shirlaw (Executive Director)

Appointed to the Board in June 2008, Kevin has specialised in business recovery and insolvency since 1975. He is a Fellow of the Institute of Chartered Accountants and was a senior partner of Horwath and Horwath from 1985 to 1998.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11.00AM
THURSDAY 26 NOVEMBER 2009**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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 invalid.

STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11.00am on Thursday, 26 November 2009**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Meridien Resources Limited** and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Meridien Resources Limited to be held at Level 12, MLC Centre, 19-29 Martin Place Sydney NSW 2000 on Monday the 30th of November 2009 at 11.00am** and at any adjournment of that meeting, to act 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.

☐ If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman 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 Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Kevin R Shirlaw as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / /2009