

Notice of 2011 Annual General Meeting

Notice is given that the annual general meeting (**AGM**) of Bridgeport Energy Limited (**Company**) will be held at PKF, Level 10, 1 Margaret Street, Sydney NSW 2000 on Tuesday, 29 November 2011 at 10:30am, Sydney time.

Items of business

Item 1 will not be voted on. Resolutions 1, 2, and 3 will be proposed as ordinary resolutions.

1 Financial Statements and Directors' and Auditors' Reports

To receive and consider the Financial Statements of the Company for the period ended 30 June 2011 together with the Directors' Report and the Auditors' Report.

2 Resolution 1 - To re-elect Anthony Strasser as director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Tony Strasser, who retires by rotation in accordance with rule 78.4 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company.'

3 Resolution 2 - Re-election of Robert Leon as director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
'That Robert Leon, who was appointed in accordance with rule 81.1 of the Company's Constitution as a director on 30 November 2010 to fill a board casual vacancy, being eligible, is re-elected as a director of the Company in accordance with rule 81.2 of the Company's Constitution.'

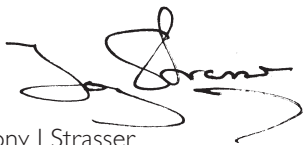
4 Resolution 3 - Re-election of Robert Neale as director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
'That Robert Neale, who was appointed in accordance with rule 81.1 of the Company's Constitution as a director on 20 April 2011 to fill a board casual vacancy, being eligible, is re-elected as a director of the Company in accordance with rule 81.2 of the Company's Constitution.'

5 Other business

To consider any other business that may lawfully be brought forward.

By order of the board



Anthony J Strasser
Company Secretary
25 October 2011

Voting

Voting in person

A member that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the meeting to facilitate this registration process.

A member that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry being Boardroom Pty Limited at Level 7, 207 Kent Street, Sydney, New South Wales or at www.boardroomlimited.com.au.

Voting by proxy

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. You should complete the proxy form if you do not wish to attend the meeting and wish to appoint a proxy to attend and vote on your behalf. If you intend to attend the meeting, you do not need to complete the proxy form, however, please bring the proxy form with you to the meeting to assist with your registration.

To be valid, the proxy form must be signed in accordance with the instructions set out on the proxy form and your proxy form (and any power of attorney under which it is signed) must be received by 10.30am on 27 November 2011 (Sydney time). Your proxy form can be returned at the share registry of the Company, Boardroom Pty Limited at GPO Box 3993, Sydney, NSW 2001, hand delivered to Level 7, 207 Kent Street, Sydney, New South Wales, or sent by facsimile to Boardroom Pty Limited on +61 2 9290 9655.

You may still attend the meeting even if you have appointed a proxy. However, your proxy's authority is suspended in relation to any resolutions on which you choose to vote personally.

Appointing a second proxy

If you are entitled to 2 or more votes, you may appoint up to 2 persons to act as your proxy to attend and vote on your behalf. If you wish to do this you must use a separate proxy form in respect of each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of on the proxy forms. You should photocopy the enclosed proxy form or request an additional proxy form to be sent to you.

Directing your proxy how to vote

If you wish to direct your proxy how to vote on any or all of the resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairperson of the meeting as your proxy, but do not give directions on how to vote on a particular resolution, the Chairperson will vote in favour of that resolution except in relation to any resolution where you have not marked the appropriate direction on the proxy form and the Chairperson is excluded from voting because he has an interest in the outcome of the resolution, in which case the Chairperson will not cast your vote on that resolution.

Questions from shareholders

About the management of the Company

The Chairperson of the meeting will allow a reasonable opportunity for members to ask questions or make comments on the management of the Company. If you would like to submit a question on these matters prior to the AGM for it to be addressed at the AGM, you may email your question to the Company Secretary at ts@bridgeport.net.au.

About the Auditors' Report and conduct of the audit

It is not a requirement for the Company's auditor to attend the meeting. However, if the Company's auditor does attend the meeting, then questions must be invited from the shareholders as stated below.

PKF as the auditor responsible for preparing the Auditors' Report for the period ended 30 June 2011 will attend the meeting. The Chairperson of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about the conduct of the audit, the preparation and content of the auditors' 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.

Shareholders may also submit written questions to PKF to be answered at the meeting in relation to the content of the Auditors' Report or the conduct of the audit of the Company's financial statements for the period ended 30 June 2011.

Written questions of the auditor must be received no later than 5pm, Sydney time on 22 November 2011 and may be submitted at the share registry of the Company, Boardroom Pty Limited at GPO Box 3993, Sydney, NSW 2001, hand delivered to Level 7, 207 Kent Street, Sydney, New South Wales or sent by facsimile to Boardroom Pty Limited on +61 2 9290 9655. A list of qualifying questions will be made available to shareholders attending the meeting.

Explanatory Notes

These Explanatory Notes contain background material to assist shareholders in relation to the items of business to be considered at the meeting and in deciding how to vote on the resolutions set out in this Notice of Annual General Meeting.

Item 1 Financial and other reports

The Corporations Act requires the directors of the Company to lay before the AGM the Financial Statements, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained in the Company's Annual Report for the year ended 30 June 2011 and are available from the Company's website www.bridgeport.net.au.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the meeting.

Resolutions 1: Re-election of Anthony (Tony) Strasser as director

Rule 78.4 of the Company's Constitution requires that at each annual general meeting of the Company, 1/3 of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest of but not exceeding 1/3, retire from office, but no director may retain office for more than 3 years without submitting himself or herself for re-election even though the submissions results in more than 1/3 of the directors retiring from office.

Rule 78.5 of the Company's Constitution sets out that the directors to retire at an annual general meeting are those that have been longest in office since their election. In this regard, Tony Strasser, who retires in accordance with rule 78.5 of the Constitution and is eligible for re-election, retires and stands for re-election at the General Meeting.

Tony brings a broad base of corporate and financial experience to the Company having focused on financial management, mergers and acquisitions, due diligence assignments and both private and public capital raisings.

Tony was formerly Chief Financial Officer and Company Secretary for the Anzon Group. During this period Tony was responsible for the financial management and strategic direction of the Group from a financial perspective, including initiating and managing the company's listings on both the ASX and AIM stock exchanges, as well as managing significant M&A corporate activity, resulting in the takeover of the Group in October 2008 by Roc Oil.

Prior to this, Tony held senior executive positions in taxation and corporate finance divisions at Arthur Andersen and Coopers & Lybrand. He has also worked with various boutique corporate advisory firms in Sydney, Australia and is currently a non-executive Director of Elk Petroleum Limited.

Tony is a member of the Institute of Chartered Accountants of Australia and holds a Bachelor of Commerce from the University of NSW.

Resolutions 2 and 3: Re-election of Robert Leon and Robert Neale as directors

Rule 81.2 of the Constitution provides that any director appointed by the board holds office until the termination of the next annual general meeting of the Company but, subject to the Constitution, is eligible for election at that annual general meeting.

Robert Leon is a non-executive director of the Company who was appointed as a director to fill a casual vacancy under rule 81.1 of the Company's Constitution. In accordance with rule 81.2 of the Company's Constitution, Robert Leon's appointment terminates at this annual general meeting, and being eligible, offers himself for re-election.

Robert Neale is a non-executive director of the Company who was appointed as a director to fill a casual vacancy under rule 81.1 of the Company's Constitution. In accordance with rule 81.2 of the Company's Constitution, Robert Neale's appointment terminates at this annual general meeting, and being eligible, offers himself for re-election.

Profiles of the candidates are set out below. Separate resolutions will be put to the AGM in respect to the re-election of each candidate.

Robert Leon

Non-Executive Director

Mr Leon is a French national with over 30 years of experience in business and government administration. From 2002 until the merger with ROC, Mr Leon was a non-executive Director of Anzon Energy Limited and from 2006 until the successful takeover by ROC, he was a non-executive Director of Anzon Australia Limited. Mr Leon is also a director of the Mandarin Oriental Group of Hotels.

In 1996, Mr Leon co-founded Qualis, a diversified industrial group based in France of which he is a co-manager. He was Chief Executive Officer of Arnault Group between 1986-1997, during which time he managed numerous strategic acquisitions, disposals and financial transactions.

Prior to a career in business, Mr Leon held several positions in the French government administration. He is a graduate of Ecole Nationale d'Administration in France.

Robert Neale

Non-Executive Director

Mr Neale has more than 40 years experience in the mining and exploration industries covering coal, base metals, gold, synthetic fuels, bulk materials shipping, and power generation. He joined New Hope in 1996 as General Manager, and has been Chief Executive Officer since 2005. He was appointed to the New Hope board in November 2008.

He also holds the following current Directorships:

Australian Coal Association Appointed 2005, Australian Coal Research Limited Appointed 2005, Australian Coal Association Low Emissions Technologies Ltd Appointed 2006, Planet Gas Limited Appointed 2009, WestSide Corporation Limited Appointed 2010, Queensland Resources Council Appointed 2009.