



ABN 63 123 821 929

29 October 2007

Companies Announcement Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

Aurium Resources Ltd advises that its 2007 Annual Report and Notice of Annual General Meeting has been despatched to shareholders.

The Annual Report comprises only the documents previously lodged with ASX.

The Notice of Annual General Meeting is attached.

Yours faithfully

J C Geary
Director

For personal use only

Aurium Resources Limited

ABN 63 123 821 929

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

For personal use only

Aurium Resources Limited

ABN 63 123 821 929

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Aurium Resources Limited (**AGU** or the **Company**) will be held on Thursday 29th November 2007 at 3.00pm at the office of Lavan Legal, Level 20, 1 William Street Perth, Western Australia 6000 for the purpose of transacting the business referred to in this Notice of Meeting.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes in more detail the various matters to be considered.

AGENDA

ORDINARY BUSINESS

RESOLUTION 1: APPOINTMENT OF MR QUENTIN WILLIAMS AS A DIRECTOR OF THE COMPANY

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

That pursuant to clause 11.7 of the Company's Constitution, Mr Quentin Williams who offers himself for election, and having consented to act as a director of the Company and being eligible, be and is hereby elected as a director of the Company.

RESOLUTION 2: APPOINTMENT OF AUDITORS

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

That for the purpose of section 327B(1)(a) of the Corporations Act Bentleys MRI Perth Partnership be reappointed as the auditor of the company.

RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

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

That for the purpose of section 250R(2) of the Corporations Act the remuneration report contained in pages 21 and 22 of the Company's Annual Report for the financial year ending 30 June 2007 be adopted.

SPECIAL BUSINESS

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF SHARES

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue and allotment on 4 October 2007 of 7,500,000 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting is ratified and approved.

AGU will disregard any votes cast on this resolution by the parties who participated in the issue and any associate of them. However, AGU 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 5: APPROVAL OF NEW ISSUE OF SHARES AND OPTIONS

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 12,500,000 fully paid ordinary shares in the capital of the Company and 20,000,000 options to subscribe for fully paid ordinary shares at an exercise price of \$0.20 on or before 31 May 2010 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.

AGU will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, AGU 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 chairperson of 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.

QUESTIONS AND COMMENTS

The Chairman will allow a reasonable opportunity for Shareholders at the meeting to ask questions about or make comments on the management of the Company.

By Order of the Board.

Aurium Resources Limited
John Geary
Company Secretary
Dated 22nd October 2007

PROXY INSTRUCTIONS

A member entitled to attend and vote at the meeting of the Company may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent that proportion of the member's voting rights specified in the proxy form. A proxy may, but need not be, a member of the Company.

Proxy forms (and, if executed by an attorney, the power of attorney, or a certified copy of it, under which the Proxy Form is signed) must be delivered or sent by facsimile transmission to the registered office of the Company addressed to the company secretary at 35 Great Eastern Highway, Rivervale, WA, 6103 or facsimile: (08) 9361 5900 not less than 48 hours before the time for holding the annual general meeting.

A proxy form is enclosed with this notice of annual general meeting.

POINT AT WHICH VOTING RIGHTS ARE DETERMINED

Regulation 7.11.37 of the Corporations Regulations permits the convener of a meeting to specify a time, not more than 48 hours before the meeting at which a "snapshot" of members will be taken for the purposes of determining member entitlements to vote at the meeting. The Directors have passed a resolution to the effect that all shares of the Company that are quoted on the official list of the ASX at 3.00pm Western Standard Time on Tuesday 27th November 2007 shall, for the purposes of determining voting entitlements at the general meeting, be taken to be held by the persons registered as holding them at that time.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1. RESOLUTION 1: APPOINTMENT OF DIRECTOR

Resolution 1 concerns the election of Mr Quentin Williams as a director. If elected, Quentin will replace Mr Paul Taylor who retires by rotation in accordance with clause 11.3 of the Company's Constitution and is not seeking re-election.

Quentin has vast experience as a senior Public Service manager with the Australian Taxation Office. He has both directly managed and actively participated in several major technology based national system evaluations and implementation projects. This has included individual process based systems and the overall computer tax system.

He has also worked on organisation structures, corporate reviews, major cultural changes and the implementation of manager development programs.

More recently he has over 5 years as an executive director of the Fraud Investigation and Serious Non Compliance Business Area of the Australian Taxation Office in WA.

In addition, Quentin has 10 years experience as a director of a West Australian Credit Society. Quentin is also a director of ASX listed companies Greater Pacific Gold Ltd and Yellow Rock Resources Ltd.

2. RESOLUTION 2: APPOINTMENT OF AUDITORS

Resolution 2 concerns the appointment by shareholders of the Company's auditors.

The Company was registered on 15 February 2007. The Board has appointed Bentleys MRI Perth Partnership as auditors. Pursuant to the Corporations Act, the auditor holds office until the first Annual General Meeting at which time they are required to seek re-appointment by shareholders.

3. RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

Resolution 3 concerns the adoption of the remuneration report.

The Company is required to include in its Directors report a detailed Remuneration Report relating to Directors' and executives' remuneration. Section 300A of the Corporations Act sets out the information to be included in the remuneration report. A copy of the report appears at pages 21 and 22 in the Company's Annual Report.

Section 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's annual general meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under section 250SA of the Corporations Act, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the remuneration report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

4. RESOLUTION 4 and 5: ACQUISITION OF HAVEN RESOURCES LTD – RATIFICATION AND APPROVAL OF ISSUE OF SHARES AND OPTIONS

Resolutions 4 and 5 seek shareholder ratification and approval respectively for the issue of securities in the Company in consideration for the acquisition of all of the shares and options in Haven Resources Limited. The total consideration for the acquisition (if approved) is the issue of 20,000,000 shares (12,500,000 of which have already been issued) and 20,000,000 Options.

Resolution 4 seeks the ratification for the issue of 7,500,000 Shares on 4 October 2007 for the purpose of ASX Listing Rule 7.4. The issue of these shares was within the 15% annual limit permitted under Listing Rule 7.1 without shareholder approval. The effect of shareholders passing Resolution 4 will therefore be to restore the Company's ability to issue securities within the limit.

Resolution 5 seeks the approval for the issue of 12,500,000 Shares and 20,000,000 Options for the purpose of ASX Listing Rule 7.1. ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of shares, or securities convertible to shares, representing more than 15% of its issued capital in any 12 month period.

Haven is an unlisted public company involved in mining exploration which is beneficially entitled to Exploration Licences and Exploration Licence Applications prospective for gold and uranium in Western Australia comprising:

- (i) in the Peak Hill region EL 52/1728, EL 52/1583, EL 52/1584, EL 52/1585, EL 52/1586, ELA 52/1587, EL 52/1589 and EL 52/1590;
- (ii) in the Gascoyne PH region EL 52/2115 and EL 52/2116;
- (iii) in the Old 1589 PH region EL 52/2118; and
- (iv) in the Lake MacDonalld region ELA 69/2405.

Haven's interests in the 11 Peak Hill tenements listed at (i) – (iii) above cover an area of 514.6 km² and the Lake MacDonalld Exploration License Application applies to an area of 620 km². Specific details of the tenement locations, regional geology, history and current exploration activities are set out below.

PEAK HILL

Location:

The Peak Hill regional area is located 140km North West of Meekatharra in the Murchison District of Western Australia. The area is confined between the Murchison River to the south and the Gascoyne River to the north. The dissected upland ridges of the Horseshoe Range, the Robinson range and the Talbot Divide comprise the main rock outcrop areas.

The 11 tenements are surrounded by or contiguous with companies engaged in active exploration.

Regional Geology:

The setting is within the faulted Proterozoic, Bryah and Padbury sub-basins overlying the Archaean Marymia greenstone belt. The faults and thrusts enabled gold-rich hydrothermal solutions to penetrate into the overlying Thaduna, Ravelstone and Labouchere Formations.

History: Gold:

The region has a continuous history of gold discoveries and production dating from 1897 through to the present day. It is recognized as a significant gold province and one of a small group of post-Archaean gold camps in Western Australia, which include Telfer, the Tanami and the emerging Ashburton.

Consulting geologists, Bromley & Company, noted in a recent report on this area; "Gold production and in-ground resources total in excess of 4 million ounces of gold, while actual production to date exceeds 2 million ounces"

Mines in this region have regularly produced large quantities of gold, with some recent examples being; Labouchere (105,000 ozs), Nathans (72,000 ozs), Horseshoe Lights (76,000 ozs), Harmony (200,000 ozs) and the area known as Combined Peak Hill mines, over 400,000 ozs.

Current Exploration Activity:

While the existing mines continue to produce, new discoveries at Hawkeye Trapper (130,000 ozs) Durack (39,000 ozs), Fortnum (145,000 ozs), Yarlalweelor (91,000 ozs) and Harrods (135,000 ozs) demonstrate the benefits of further exploration in the Peak Hill goldfield.

Meteoric Resources NL.

Harrods/Wilthorpe project at Peak Hill, recently reported significant gold intercepts to the ASX in their March 2006 release.

Their sampling results include:

- 4m @ 05.4g/t from 4m.
- 1m @ 11.2g/t from 52m.
- 2m @ 12.9g/t from 84m.
- 1m @ 12.5g/t from 82m.

These results add to other high-grade intersections obtained from previous drilling.

Greater Pacific Gold Ltd.

They are currently investigating the extent of mineralisation identified in a recent exploration program that discovered 31 anomalous gold areas within their Peak Hill tenements. Of these, 10 are considered high priority targets capable of hosting sizeable gold deposits.

One valuable asset located in the heart of the Peak Hill goldfield is the Fortnum CIP gold processing plant. It was recently refurbished at a cost of \$2 million and has the capacity to treat 1 million tonnes of ore per year. This plant will also be available to toll-process ore for local mining companies.

Uranium:

Peak Hill mineral field is located in the northern region of the Yilgarn Uranium Province and is now becoming an area of interest for uranium exploration.

There are few records of uranium exploration in the Peak Hill region, since the focus has always been on gold or base metals. In the 1960s and 1970s there was some uranium exploration carried out by a few international companies but only in the form of reconnaissance programs across large tracts of land. There was no concerted follow-up work to explore for uranium in calcrete or along unconformities and this was probably due in part to the successful discoveries of uranium deposits in the southern part of the Yilgarn Province.

In the early 1970s Western Mining had discovered a new style of uranium mineralisation in the calcrete sediments of Proterozoic, Palaeo-drainages at Nowthanna, 50 km south east of Meekatharra. While many occurrences were recorded across the region none matched the discovery of the giant Yeelirrie uranium deposit (50,000 t/u). However with the future of the nuclear energy industry in doubt, exploration ceased.

In the late 1990s Acclaim Uranium NL renewed interest in the southern area by carrying out substantial drilling programs covering Quinn's Lake, Cogla Downs, Nowthanna and Lake Maitland. They established the location of two uranium deposits and found numerous other occurrences. Because of low uranium prices Acclaim did not attempt to open a mine and finally withdrew from the region.

This Province is now the focus of more than a dozen specialist uranium exploration companies and boasts 8 JORC compliant uranium deposits with a conservatively estimated total of 85,000 tonnes of contained U_3O_8 .

Current Exploration Activity:

As the exploration focus has shifted to the northern edge of the Province so have promising results of investigation and exploration started to emerge.

Fairstar Resources Ltd

Excavations of a discovery pit at their Mt Padbury project 40 km north of Meekatharra has shown extensive carnotite (uranium) mineralisation in calcrete sediments, identical in character to the geology of Yeelirrie. A recent ASX Report announced significant extensions to the uranium mineralisation earlier found in the initial discovery pit.

Montezuma Mining Co Ltd.

Announced to ASX in March high-grade uranium results from a review of historical exploration data relating to the Robinson Range Joint Venture at Peak Hill. Work done by Agip Australia Pty Ltd in the 1970s confirmed results of 0.53% and 0.47% U_3O_8 . A recent Report has confirmed further uranium occurrences in assays from both of their prospect areas. Exploration is continuing.

Aurium Resources Ltd.

This new specialist uranium exploration Company has established a Joint Venture to explore for uranium across the Peak Hill region.

Desert Energy Ltd.

New specialist uranium exploration Company has project areas in the Robinson Range within the Peak Hill mineral field. These areas cover 188 linear kilometres of drainage along known calcrete deposits of the Gascoyne River.

GTI Resources Ltd.

New specialist uranium/gold Company has a project area in the southern edge of the Peak Hill mineral field. Historical results have shown vein-style and carnotite uranium mineralisation across parts of their tenements.

LAKE MACDONALD

The Lake MacDonald area is located west of the West Australian/Northern Territory border, slightly to the North West of the Yulara West NT tenements of Aurium Resources Ltd.

Regional Geology:

Until recently access has been restricted to this part of the Gibson Desert and as a result the geology is poorly understood. However some data from a Government airborne geophysical survey in 1998 indicates that the main uranium anomalies are associated with mid-Proterozoic metasediments. These appear unconformably overlain by younger sedimentary rocks giving the potential for unconformity, roll-front or surficial uranium mineralisation.

Current Exploration Activity:

Nova Energy Ltd.

Currently completing an airborne radiometric survey to test a large (10km) uranium anomaly in the Lake Mackay area just north of Lake MacDonald.

Energy Metals Ltd.

The Company is continuing exploration work on the extension of its JORC standard uranium deposit at Bigryli in the Ngalia Basin. This area lies north east of Lake MacDonald in the NT.

Energy Metals have also commenced negotiations with the traditional owners and are confident of receiving exploration approval to work on their Rawlinson project south of Lake MacDonald.

Scimitar Resources Ltd.

Work is continuing on proving up their significant uranium occurrences at Eclipse/Currinya areas at Mt. Wedge. This project is located east of Lake MacDonald inside the NT.

Information required by ASX Listing Rules

Resolution 4:

In compliance with the information requirements of ASX Listing Rule 7.5 shareholders are advised of the following particulars in relation to the issue of Shares the subject of resolution 4:

(a) Number of securities allotted:

7,500,000 Shares.

(b) Price at which the securities were issued:

The Shares were issued at an issue price of 21 cents and were issued in consideration of the acquisition by the Company of 7,500,000 Haven Shares, representing 37.5% of the issued shares in that company.

(c) Terms of the securities:

The Shares issued rank equally in all respects with the existing shares on issue in the Company.

(d) The allottees of the Shares were shareholders of Haven.

(e) Use of funds raised:

No funds were raised from the issue.

Resolution 5:

In compliance with the information requirements of ASX Listing Rule 7.3 shareholders are advised of the following particulars in relation to the proposed issue of Shares and Options the subject of resolution 5:

(a) Maximum number of securities proposed for issue:

12,500,000 Shares and 20,000,000 Options.

(b) Price at which the securities proposed for issue:

The Shares are to be issued in consideration of the acquisition of 12,500,000 Haven Shares. The Options are to be issued in consideration of the acquisition of 20,000,000 Haven Options. No funds will be raised from the issue. In accordance with applicable accounting standards the issue price of the Shares and Options will be based on the market price for Shares and Options at the time of issue.

(c) Terms of the securities:

The Shares proposed to be issued will rank equally in all respects with the existing shares on issue in the Company.

The Options proposed to be issued will be on the same terms and conditions as the existing listed options in the Company. The full terms and conditions are set out in Appendix 'A'.

(d) The proposed allottees of the Shares and Options are shareholders and optionholders of Haven.

(e) Intended use of funds raised:

No funds are to be raised from the proposed issue.

(f) Dates of allotment:

It is proposed that the Shares and Options will be allotted at the same time 2 business days after Shareholder approval. In any event, all the Shares and Options will be issued within three months after the date of Shareholder approval or such longer period as ASX permits.

5. DEFINITIONS

AGU or the Company	means Aurium Resources Limited ACN 123 821 929
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691.
ASX Listing Rules	means the official listing rules of ASX.
Business Day	means a weekday when trading banks are ordinarily open for business in Perth, Western Australia.
Corporations Act	means the Corporations Act 2001 (Cth).
Explanatory Statement	means this Explanatory Statement.
Haven	means Haven Resources Limited ACN 113 162 744.
Haven Option	means an option to acquire a Haven Share exercisable at 20 cents each on or before 30 June 2008.
Haven Share	means a fully paid ordinary share in the capital of Haven.
Notice	means the notice of general meeting which forms part of this Explanatory Statement.
Official Quotation	means official quotation by ASX in accordance with the ASX Listing Rules.
Option	means an option to acquire a Share at 20 cents each on or before 31 May 2010 on the terms set out in Appendix A.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.

APPENDIX A

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

- (a) Each Option entitles the holder to subscribe for and be allotted one Share.
- (b) The Options are exercisable at 20 cents each.
- (c) The Options will expire on 31 May 2010 (the Expiry Date).
- (d) The Options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the exercise price.
- (e) The Options are freely transferable.
- (f) All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares. The Company will apply for Official Quotation by the ASX of all Shares issued upon exercise of the Options.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, if from time to time on or prior to the Expiry Date the Company makes an issue of new shares to the holders of Shares, the Company will send a notice to each holder of Options at least nine Business Days before the record date referable to that issue. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) If from time to time on or prior to the Expiry Date the Company makes an issue of shares to the holders of Shares in the company by way of capitalisation of profits or reserves (a bonus issue), then upon exercise of their Options, Option holders will be entitled to have issued to them (in addition to the Shares which would otherwise be issued to the member upon such exercise) the number of Shares of the class which would have been issued to them under that bonus issue (bonus shares) if on the record date for the bonus issue they had been registered as the holder of the number of Shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other Shares allotted upon exercise of the Options.
- (i) There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (j) In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

PROXY FORM

The Company Secretary Aurium Resources Ltd

Postal Address: 35 Great Eastern Highway
RIVERVALE WA 6103

Facsimile: +61 8 9361 5900

I/We (name of shareholder)

of (address)

being a member/members of AURIUM RESOURCES LIMITED hereby appoint:

(name)

of (address)

and/or failing him (name)

of (address)

or failing that person then the CHAIRMAN of the 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 on Thursday 29th November 2007, at the office of Lavan Legal, Level 20, 1 William Street Perth, Western Australia 6000 at 3.00pm and at any adjournment of the meeting.

If you wish to direct the Proxy how to vote, place a cross in the appropriate boxes below:

	For	Against	Abstain
RESOLUTIONS			
Resolution 1 – Appointment of Mr Quentin Williams as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of New Issue of Shares And Options	<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 you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote for all of the resolutions set out in the Notice.

This Proxy is appointed to represent 100% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes.

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My total voting right is _____ shares.

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Sole Director and
Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Contact Name

Contact daytime
telephone

Date

For personal use only

VOTING BY PROXY

Please complete your name and address as it appears on the share register. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

1 APPOINTMENT OF A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your Proxy and vote on your behalf. A proxy need not be a shareholder.

2 VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares 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 will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3 APPOINTMENT OF A SECOND PROXY

If you wish to appoint a second proxy, you may copy this form.

To appoint a second proxy you must:

- 3.1 Indicate that you wish to appoint a second proxy by marking the box.
- 3.2 On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form.
- 3.3 Return both forms together in the same envelope.

4 AUTHORISED SIGNATURE/S

You must sign this form as follows in the spaces provided:

- Joint Holding: In the case of joint holders the proxy form may be signed by any one holder.
- Power of Attorney: If signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: A Director can sign jointly with another Director or a Company Secretary, a sole Director who is also a sole Company Secretary can also sign. A sole Director of a corporation without a Company Secretary can sign, pursuant to s204A of the Corporations Act. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the company secretary.

5 LODGEMENT OF PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged by posting, delivery or facsimile to the Company.

Registered office of: Aurium Resources Limited	35 Great Eastern Highway RIVERVALE WA 6103 Facsimile: (08) 9361 5900
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