



AURIUM RESOURCES LIMITED

ACN 123 821 929

NOTICE OF GENERAL MEETING

TIME: 11.00 am (WDST)

DATE: Thursday, 26 March 2009

PLACE: 35 Great Eastern Highway
Rivervale Western Australia 6103

THIS IS AN IMPORTANT DOCUMENT - If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

Notice of General Meeting

AURIUM RESOURCES LIMITED
(ACN 123 821 929)

Notice is hereby given that a General Meeting of Aurium Resources Limited ("Aurium" or "the Company") will be held at:

Venue: 35 Great Eastern Highway
Rivervale Western Australia 6103

Date: Thursday 26 March 2009

Time: 11.00 am (WDST)

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

AGENDA

Ordinary Resolution

Approval of new issue of Securities

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

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves and agrees to the issue of 35,000,000 ordinary fully paid shares in the capital of the Company to Greater Pacific Gold Limited as consideration for the variation of the Joint Venture Agreement entered into between the Company and Greater Pacific Gold Limited on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion:

In accordance with ASX Listing Rule 7.3.8, any votes cast on the Resolution (other than by a person as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the Resolution, or by the chairman of the Meeting as an undirected proxy for a member who is entitled to vote) by, or on behalf of, Greater Pacific Gold Limited or any other person who may participate in the proposed issue or who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, or any of their respective associates, will be disregarded.

Explanatory Statement

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

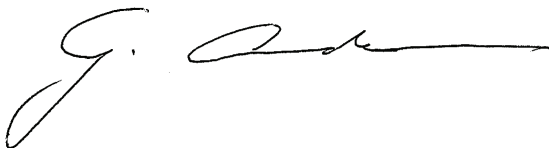
Record Time

The Company may specify a time, being not more than 48 hours before the meeting, at which a record of shareholders will be taken for the purposes of determining entitlements to vote at the meeting.

The Company's directors have determined that as all shares of the Company are quoted on ASX, 11.00 am (WDST) on Tuesday 24 March 2009, being 48 hours before the meeting will, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons who are registered as holding the shares at that time.

By Order of the Board of Directors

DATED: 18 February 2009



GRAHAM D. ANDERSON
Company Secretary

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the General Meeting of Shareholders to be held on Thursday, 26 March 2009 at 11.00am (WDST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolution set out in the accompanying Notice of General Meeting.

This Explanatory Memorandum:

- a) is a brief explanation of the matters for which Shareholder approval is sought by the Resolution; and
- b) forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

APPROVAL OF NEW ISSUE OF SHARES

The Resolution outlined in the Notice proposes the approval pursuant to ASX Listing Rule 7.1 for the Company to issue 35,000,000 Shares to GPN as consideration for the variation to JV Agreement entered into between the Company and GPN.

The Company and GPN entered into the JV Agreement on 14 March 2007. The joint venture was established to develop a mining operation over the tenements to mine, market and sell gold to implement exploration programmes for gold and uranium. The principle terms, rights and obligations of the parties to the JV Agreement are:

Aurium's Contribution to the JV

- Aurium reimbursed GPN \$300,000 for past expenditure.
- Tenements in the Peak Hill mineral field - E52/2086 and 2087.
- \$1,200,000 in exploration funds to be expended on the combined tenement package.
- Aurium to fund the first \$1,000,000 in a gold processing plant design and development in the event an economic resource is identified.

GPN's Contribution to the JV

- Tenements in the Peak Hill mineral field - E52/1481, 1518, 1557, 1857, 1860 and 1861.
- Access for exploration by the agreement with the Jidi Jidi People.

- Exploration results to date and the design of the next, ongoing exploration programme.

Management of the JV

The JV to be managed by a committee formed of representatives from both GPN and Aurium.

Respective Interests of the JV

- Net revenue of the JV will be apportioned 50/50 between the JV parties.
- JV working capital, in excess of the initial \$1,200,000 to be contributed by Aurium, will be shared 50/50 by the JV parties.

In the event the management committee decide to deal with an economic resource *in situ* – ie, sell *in situ*, toll mill, etc. then that will relieve Aurium of the obligation to source a gold treatment plant for the JV, but the distribution basis for the Joint Venture Revenues will change to 67/33 as to GPN and Aurium.

Since the inception of the joint venture the Company has contributed approximately \$727,365.00 leaving a balance of \$474,635 to be spent over the next 12 months.

Despite quite substantial work having been carried out under the joint venture, no signs of viable gold or uranium have been found and it was considered on geological advice that any future expenditure towards establishing the presence of those two minerals would probably be futile.

Part of the work consisted of a hyperspectral airborne survey and data analysis which led to the discovery of high and medium grade iron ore outcrops over a significant strike length.

The host banded iron formation is a magnetite chert similar to the Pilbara host rocks containing the large iron ore deposits that have been exploited over the past 40 years.

Initial field exploration identified some 100 kilometres of prospective strike along the 3 banded iron and granule iron formations in the Peak Hill area.

Two of the targets are the Robinson Range and the Millidie Creek formations running through the joint venture tenements.

Shareholders are referred to the announcement by GPN on 23 December 2008 regarding the particulars of samples taken from the joint venture tenements held by GPN.

Ministerial authority to explore for iron on the joint venture tenements has already been obtained by GPN and an application for similar authority has been made with respect to nearby Mt Padbury tenements also held by GPN.

The hyperspectral survey results for both the joint venture tenements and the Mt Padbury area have identified iron and general base metal targets which it is proposed will be followed up by substantial drilling programs on both the Peak Hill and Mt Padbury tenements.

Regrettably none of this work will be of benefit to Aurium since the Peak Hill joint venture is limited only to gold and uranium and as already mentioned, no viable presence of those two minerals has been identified.

VARIATION OF JOINT VENTURE

In order to achieve some benefit from the joint venture ground, Aurium has negotiated a variation and extension of the joint venture with GPN. The variations are evidenced by heads of agreement between GPN and Aurium dated 17 February 2009

The main terms of the variation are:

1. The joint venture area has been extended to include four exploration licences and two applications for exploration licences at Mt Padbury near Peak Hill held by GPN and covering a total of approximately 871sq. km.
2. In addition the joint venture has been extended to cover exploration for and exploitation by mining or sale of all minerals and commodities (except manganese) instead of being limited to gold and uranium.
3. The participating interest of Aurium under these new joint venture arrangements will be 30% while the remaining 70% interest will be with GPN.
4. The term of the joint venture has been extended to 31 March 2016.

Under the revised terms of the joint venture the company will have to contribute a total of \$550,000 towards exploration of the extended joint venture area by 31 December 2009.

This contribution replaces any outstanding obligation that the Company presently has under the joint venture which are estimated to be \$474,635.

In addition, Aurium is to issue 35,000,000 shares in its capital to GPN with that issue to be subject to the approval of Shareholders at the general meeting on 26 March 2009.

The issue of these shares will cement the Company's participating interest in the revised joint venture.

This is of particular importance in light of the recent interpretations of the hyperspectral surveys and the proposed drilling programs for both the Peak Hill and Mt Padbury areas by GPN in April 2009.

The new joint venture arrangements give the Company the opportunity to become involved in the highly prospective Peak Hill and Mt Padbury tenement areas which have significant potential for large iron and ferrous mineral resources.

The directors of Aurium have negotiated the new joint venture arrangements with the belief that the Mid-West region of Western Australia, while still in early stages of being recognised as a major iron ore region, will continue to be the hub of exploration for companies with large tenement holdings.

This will place Aurium with GPN in a very strong position for future regional negotiations for the development and mining of iron in the Mid-West region.

From preliminary investigations it appears that the Mid-West iron ore belt continues into the Peak Hill and Mt Padbury tenement holdings covered by the new joint venture arrangements.

This will be tested to a large extent by the proposed drilling programs and it is considered imperative for Aurium that the revised joint venture arrangements between it and GPN are completed in all respects well before the start of those drilling programs.

The medium and longer term outlook for iron and the mining of ferrous ores is very positive despite the global economic downturn, as is clearly demonstrated by the extreme efforts by Chinese and Japanese interests to become heavily involved in the development and exploitation of the Mid-West region for iron ore.

DISCLOSURES

GPN is not a related party of the Company.

However, Peter Remta is the chairman of directors of both Aurium and GPN but does not hold any Shares in the Company.

He has declared his interest to the boards of both companies and abstained from the consideration of and voting on the variation to the JV Agreement

LISTING REQUIREMENTS

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the issue:

- (a) Maximum number of securities proposed for issue:
35,000,000 Shares
- (b) Price at which the securities are proposed for issue:
The Shares will be issued in consideration for the variation to JV Agreement with the issue price being based on the market price at the time of entering into the new joint venture arrangements on 17 February 2009 being \$0.013 per share.
- (c) Terms of the securities:
The Shares will rank equally in all respects with the existing Shares on issue
- (d) Names of the allottee and proportions of issue:
Greater Pacific Gold Limited – 35,000,000 Shares

- (e) Intended use of funds raised:
No funds are to be raised from the proposed issue as the securities are proposed for issue as consideration for the variation to the JV Agreement.
- (f) Dates of allotment and issue:
The Shares will be allotted and issued on one date being no later than 5 business days after shareholder approval

The latest prices of the company's shares in the month preceding the Notice of Meeting are:

Highest value	\$0.020
Lowest value	\$0.011

RECOMMENDATIONS

The directors of Aurium recommend that the proposed issue of the shares as part of the variations to the joint venture arrangements between the company and GPN be approved by the Shareholders.

The recommendation is based on various advice sought by the directors which will enable Aurium to participate in a very substantial and highly prospective iron and general metals development in the Mid-West region of Western Australia.

The only other alternative for the Company would have been to terminate the existing joint venture and negotiate to limit its continuing obligations for further contributions.

While this may have been possible it would have left Aurium with effectively nothing to show for its significant expenditure at Peak Hill.

Moreover the value of the Company's tenements in that area would have been substantially reduced as on their own they do not offer any viable prospectivity for additional exploration and development.

In view of this, the Shareholders of Aurium are strongly urged to vote in favour of the resolution approving the variation to the JV Agreement and the issue of the shares under the revised joint venture arrangements and for that purpose to attend the meeting in person or vote by proxy.

DEFINITIONS

Aurium or the Company	means Aurium Resources Limited ACN 123 821 929
ASX	means ASX Limited ABN 98 008 624 691
ASX Listing Rules	means the official listing rules of ASX
Corporations Act	means the Corporations Act 2001 (Cth)
Directors	means the current directors of the Company
Explanatory Statement	means this Explanatory Statement
GPN	means Greater Pacific Gold Limited ACN 009 076 242
JV	means the unincorporated joint venture constituted by the JV Agreement
JV Agreement	means a joint venture agreement between the Company and GPN dated 14 March 2007 as varied by deed of variation dated 6 June 2007
Notice	means the notice of general meeting dated 18 February 2009 which forms part of this Explanatory Statement
Share	means a fully paid ordinary share in the capital of the Company and Shares has a corresponding meaning
Shareholder	means a holder of a Share

For personal use only

VOTING

Voting entitlements

In accordance with the Corporations Act 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 11.00am (WDST) on Tuesday, 24 March 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting in person

A shareholder who is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the attached 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 shareholder 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.

Voting by proxy

Shareholders should complete the proxy form if they do not wish to attend the meeting and wish to appoint a proxy to attend and vote on their 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.

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

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 each proxy form. 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 the Resolution, 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 the Resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairman of the meeting as your proxy, but do not give directions on how to vote on the Resolution, the Chairman will vote in favour of the Resolution even if he has an interest in its outcome and votes cast by him as proxy holder will not be disregarded because of that interest.

Signing instructions

Individuals	The individual, who is the shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint shareholder, or their attorneys, must sign the form.
Companies	The company that is the shareholder must sign the form in accordance with section 127 of the Corporations Act either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

Lodging your proxy form

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than **11.00am (WDST) on Tuesday, 24 March 2009**. Any proxy form received after that time will not be valid for the scheduled meeting.

In person	Aurium Resources Limited Suite 2, 35 Havelock Street WEST PERTH WA 6005
By mail	Aurium Resources Limited PO Box 389 WEST PERTH WA 6872
By fax	(08) 9322 7211

AURIUM RESOURCES LIMITED

PROXY FORM

Shareholder Details

Name:
Address:
Contact Telephone No:
Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of Aurium Resources Limited and entitled to attend and vote hereby appoint

The Chairman of the meeting **OR**

(mark with an 'X')

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting 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) at the General Meeting of Aurium Resources Limited to be held at 35 Great Eastern Highway, Rivervale WA 6103 on 26 March 2009 at 11.00am WDST and at any adjournment of that meeting.

IMPORTANT
If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by him, other than as a proxy holder, would 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 cast your votes on the resolution and your votes will be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.

Voting directions to your proxy - please mark to indicate your directions

Special Business

Resolution	Approval of Issue of Securities	For	Against	Abstain*
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box, 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.

Appointment of a second proxy (see instructions overleaf)
If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this for %

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

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary