



AURIUM RESOURCES LIMITED

ACN 123 821 929

NOTICE OF GENERAL MEETING

TIME: 11.00 am (WST)

DATE: Thursday, 4 June 2009

PLACE: 35 Great Eastern Highway
Rivervale WA 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.

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Notice of General Meeting

AURIUM RESOURCES LIMITED
ABN 63 123 821 929

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

Venue: 35 Great Eastern Highway
Rivervale WA 6103

Date: Thursday, 4 June 2009

Time: 11.00 am (WST)

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

Agenda

1. Appointment of Daryl Smith as a Director

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

“That pursuant to clause 11.7 of the Company’s Constitution, Mr Daryl Smith be appointed as a Director of the Company.”

2. Appointment of Emilio Pietro Del Fante as a Director

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

“That pursuant to clause 11.7 of the Company’s Constitution, Mr Emilio Pietro Del Fante be appointed as a Director of the Company.”

3. Appointment of David Sanders as a Director

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

“That pursuant to clause 11.7 of the Company’s Constitution, Mr David Sanders be appointed as a Director of the Company.”

4. Removal of Peter Remta as a Director

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

“That pursuant to clause 11.13 of the Company’s Constitution, Mr Peter Remta be removed as a Director of the Company.”

5. Removal of Terence Quinn as a Director

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

“That pursuant to clause 11.13 of the Company’s Constitution, Mr Terence Quinn be removed as a Director of the Company.”

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6. Removal of Edward Saunders as a Director

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

“That pursuant to clause 11.13 of the Company’s Constitution, Mr Edward Saunders be removed as a Director of the Company.”

7. Removal of Peter Benson as a Director

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

“That pursuant to clause 11.13 of the Company’s Constitution, Mr Peter Benson be removed as a Director of the Company.”

8. Removal of Thomas Percy QC as a Director

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

“That pursuant to clause 11.13 of the Company’s Constitution, Mr Thomas Percy QC be removed as a Director of the Company.”

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.

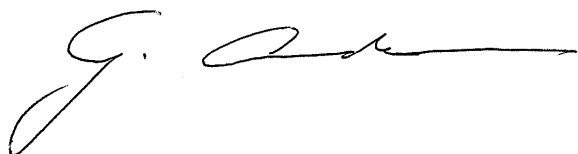
The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“Snap-shot” Time

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all shares of the Company that are quoted on ASX 48 hours before the meeting shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

DATED: 24 April 2009



GRAHAM D. ANDERSON
Company Secretary

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the General Meeting of Shareholders to be held on Thursday, 4 June 2009 at 11.00am (WST).

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 resolutions in the accompanying Notice of General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

BACKGROUND

The Company has received a notice pursuant to section 249D of the Corporations Act (the "Notice") to convene a general meeting for purpose of seeking the approval of members to replace Mr Peter Remta, Mr Terence Quinn, Mr Edward Saunders, Mr Peter Benson and Mr Thomas Percy QC as directors of the company with Mr Daryl Smith, Mr Emilio Pietro Del Fante and Mr David Sanders.

The Notice was submitted by Mr Paul Taylor, Selcam Investments Pty Ltd and Blue Valley Investments Pty Ltd.

No resumes of the experience of Mr Smith, Mr Del Fante and Mr Sanders have been provided to the Company, or explanation, strategy or plan from the proposed new Directors has been put forward to the Company, for inclusion in this Explanatory Memorandum.

Your current Board is extremely disappointed that Mr Paul Taylor, Selcam Investments Pty Ltd and Blue Valley Investments Pty Ltd have exercised their rights under the Corporations Act to see fit to convene this meeting. We consider their actions are an unnecessary and unwarranted distraction which is extremely prejudicial to the interests of your Company.

Your current Board have unanimously decided not to support the resolutions and urge you to reject each and every proposed resolution and to vote against them by attending the meeting or completing the Proxy Form attached.

A brief resume of your current Board is set out below:

Peter Remta

Mr Peter Remta was appointed as a Director on 22 September 2008.

Mr Remta was a corporate lawyer before entering the mining and corporate investment industries as a director and legal consultant.

He has been involved with several successful stock exchange listings and corporate restructurings in Australia and overseas. He has also been both an executive and non-executive director of several stock exchange listed companies as well as being Federal President of Taxpayers Australia, a committee member of The Western Australian Turf Club and on the Boards of The National Theatre Company and the Bunbury Cathedral Grammar School.

Terence Quinn

Mr Terence Quinn was appointed as a Director on 2 July 2008.

Mr Quinn has over the past 10 years developed an extensive portfolio of mining projects holding strategic investment positions. He is currently an Affiliate Member of the Securities Institute of Australia and a Member of the Real Estate Institute of WA.

Mr Quinn has 20 years experience in the retail sector involving the marketing of new initiatives and networking, financing and implementing strategies for growth. He has had a broad exposure and experience with overseas investors predominately based in South East Asia.

Edward Saunders

Mr Edward Saunders was appointed as a Director on 2 July 2008.

Mr Saunders has over 40 years experience in the mineral exploration industry in Australia. Mr Saunders has had a number of years experience in mining management and he has previously served on the board of a listed mining company as Chairman.

He has 20 years experience in the private sector as Principal/Operator of a commercial business in the entertainment industry. Mr Edwards has been involved in a major sporting organisation taking on executive roles for some 7 years.

Peter Benson

Mr Peter Benson was appointed as a Director on 22 September 2008.

Mr Benson has a business background in the Agricultural and Farm Tourism industries. During the past 25 years he has managed his own family's stud and commercial cattle operation as well as creating and managing a farm tour business catering for international tourists.

Mr Benson is also a private investor with over 15 years experience and currently manages funds for his private investment companies.

Thomas Percy QC

Mr Thomas Percy QC was appointed as a Director on 22 September 2008.

Mr Percy is a well known Perth lawyer who was appointed Queen's Counsel in 1997. His principal area of practice is in criminal trials and appeals and has been involved in many prominent cases over the past 25 years. He also has significant experience in mining litigation and Warden's Court cases.

He was a founding member and former Chairman of the Goldfields Credit Union, is currently a National Director of the Australian Lawyers Alliance and is a Director and Life Member of the East Perth Football Club.

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 (WST) on Tuesday, 2 June 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 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 Chairman of the meeting as your proxy, but do not give directions on how to vote on a particular resolution, the Chairman:

- (a) will vote against all the other resolutions even if he has an interest in the outcome of those resolutions 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 (WST) on Tuesday, 2 June 2009**. Any proxy form received after that time will not be valid for the scheduled meeting.

In person	Computershare Investor Services Pty Limited Level 2, 45 St Georges Terrace Perth, WA, Australia 6000
By mail	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia
By fax	(within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555