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AURIUM RESOURCES LIMITED

ACN 123 821 929

NOTICE OF ANNUAL GENERAL MEETING

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TIME: 10.00 am (WST)

DATE: Wednesday, 25 November 2009

PLACE: CWA House  
1176 Hay Street  
West Perth Western Australia 6005

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 Annual General Meeting

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

Venue: CWA House  
1176 Hay Street  
West Perth Western Australia 6005  
Date: Wednesday, 25 November 2009  
Time: 10.00 am (WST)

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

### Agenda

#### **Adoption of Annual Financial Report**

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending on 30 June 2009.

#### **Ordinary Resolutions**

**1. Adoption of Remuneration Report**

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **non binding resolution**:

*"To adopt the Remuneration Report as contained in the Annual Financial Report for the year ended on 30 June 2009"*

**Short Explanation:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

**2. Election of Mr Stephen Hooper as Director**

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

*"That, pursuant to clause 11.12 of the Constitution of the Company, Mr Stephen Hooper who offers himself for re-election, having consented to act as a Director of the Company and being eligible, is hereby re-elected as a Director of the Company."*

**Short Explanation:** Clauses 11.11 and 11.12 of the Constitution provide that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and a Director so appointed holds office until the next Annual General Meeting of the Company and is eligible for re-election at that Meeting.

**3. Election of Mr Brenton Lewis as Director**

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

*"That, pursuant to clause 11.12 of the Constitution of the Company, Mr Brenton Lewis who offers himself for re-election, having consented to act as a Director of the Company and being eligible, is hereby re-elected as a Director of the Company."*

**Short Explanation:** Clauses 11.11 and 11.12 of the Constitution provide that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and a Director so appointed holds office until the next Annual General Meeting of the Company and is eligible for re-election at that Meeting.

**4. Change of Auditors**

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

*"That RSM Bird Cameron Partners of 8 St George's Terrace Perth, Western Australia 6000, having been nominated for appointment as Aurium's auditor and having consented in writing to so act, be appointed as auditor of Aurium with such appointment to take effect from the later of the passing of this resolution and the time at which the resignation of Grant Thornton (WA) Partnership as auditor take effect."*

**5. Placement Issue of Securities**

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

*"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, this meeting approves the offer and issue of up to 14,500,000 ordinary fully paid shares and 14,500,000 options on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the Share Placement issue or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

**General Business**

To consider any other business that may be brought forward in accordance with the Constitution of the Company or by law.

BY ORDER OF THE BOARD



GRAHAM D. ANDERSON  
Company Secretary

23 October 2009

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## **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 10.00am (WST) on Monday, 23 November 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.

## 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 **10.00am (WST) on Monday, 23 November 2009**. Any proxy form received after that time will not be valid for the scheduled meeting.

In person	35 Great Eastern Highway, Rivervale WA 6103
By mail	35 Great Eastern Highway, Rivervale WA 6103
By fax	(08) 9361 5900

## **Explanatory Statement**

### **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 Wednesday, 25 November 2009 at 10.00am (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 Annual 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.

### **Annual Financial Report**

The first agenda item is to receive the Annual Financial Report of the Company for the period ended on 30 June 2009, comprising the Financial Statements, Directors' Report, Directors' Declaration and Independent Audit Report.

No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's Directors and Auditors in relation to the Company's results for that financial year.

The Board is seeking approval of the following ordinary resolutions:

### **Resolution 1 – Adoption of Remuneration Report**

At a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders.

The Remuneration Report of the Company for the financial year ended 2009 is set out in the Directors' Report contained in the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Executives and Non-Executive Directors and Executive Employees of the Company.

Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

### **Resolution 2 – Re-Election of Mr Hooper**

Clause 11.11 of the Company's Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Under clause 11.12 of the Constitution, Directors so appointed hold office until the conclusion of the next Annual General Meeting of the Company and are eligible for re-election at that Meeting.

Mr Stephen Hooper was appointed on 21 July 2009 as an addition to the existing Directors. In accordance with Clause 11.12 of the Constitution, Mr Hooper offers himself for re-election as a Director of the Company.

Mr Hooper holds a Diploma of Frontline Management and is a member of the Australian Institute of Company Directors. Previously, Stephen worked with Automotive Holdings Group Limited for 11 years where he gained extensive management experience and finished as a Dealer Principal for one of their Automotive Dealerships in Perth. He then joined Quest Minerals Limited as the Managing Director where he oversaw the change of the company from a technology to a mining exploration company.

**RECOMMENDATION:**

The Directors being Terence Quinn, Edward Saunders and Brenton Lewis recommend that shareholders vote **IN FAVOUR** of this resolution.

**Resolution 3 – Re-Election of Mr Lewis**

Clause 11.11 of the Company's Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Under clause 11.12 of the Constitution, Directors so appointed hold office until the conclusion of the next Annual General Meeting of the Company and are eligible for re-election at that Meeting.

Mr Brenton Lewis was appointed on 8 July 2009 as an addition to the existing Directors. In accordance with Clause 11.12 of the Constitution, Mr Lewis offers himself for re-election as a Director of the Company.

Brenton Lewis, BBS (Hons) MBS is an Academic who has spent the past twenty years in the tertiary education sector. He has held management positions including Head of Department and Head of Post Graduate Studies. He has published, taught and researched in areas including Ethics and Psychopathology. He has been a consultant to various Health agencies including the Hong Kong Hospital Authority and the WA Health Department. He has served on numerous Boards of Management including academic and non government organizations.

**RECOMMENDATION:**

The Directors being Terence Quinn, Edward Saunders and Stephen Hooper recommend that shareholders vote **IN FAVOUR** of this resolution.

**Resolution 4 – Change of Auditors**

Grant Thornton (WA) Partnership, the Company's existing auditors, have resigned their appointment as auditors of the Company effective from the date this Annual General Meeting. Pursuant to section 329(5) of the Corporations Act, Grant Thornton (WA) Partnership has applied for the Australian Securities and Investment Commission's consent to resign as auditor with effect from the date of the Annual General Meeting.

The directors recently conducted a tender process for the Company's audit function, as part of the cost reduction strategy across all aspects of the Company's operations. The Board selected RSM Bird Cameron Partners as a result of the tender process. RSM Bird Cameron Partners has consented to act as auditors to the Company if this Resolution 4 is passed. Pursuant to section 328(1) of the Corporations Act, a Shareholder has nominated RSM Bird Cameron Partners as auditor of the Company. A copy of this letter is set out in Annexure "A" to this Explanatory Memorandum.

The change in auditor will be subject to the Australian Securities and Investments Commission granting its consent for Grant Thornton (WA) Partnership to resign as the auditors of the Company, which the Company expects to receive prior to the Annual General Meeting.

### **Resolution 5 – Placement Issue of Securities**

#### **General**

On 21 October 2009 the Company issued a Placement Prospectus which was lodged with the Australian Securities and Investment Commission and ASX Ltd. This Prospectus contained an offer by way of placement of up to 94,000,000 Shares, together with 94,000,000 New Options, at an issue price of \$0.02 each, as well as 70,000,000 Partly Paid Shares at an issue price of \$0.0001 cents each.

Shareholders at the General Meeting held on 16 September 2009 approved the issue of a total of 85,000,000 shares and 85,000,000 options of the securities to be issued under the placement. The Directors announced to ASX Ltd on 22 September 2009 that the additional 14,500,000 shares and 14,500,000 options would be issued out of the available 15% placement capacity. As these shares have not been issued at the date of this Notice of Meeting, the Directors are seeking shareholder approval for this placement in order to preserve its general 15% placement power.

#### **Specific Information required by ASX Listing Rule 7.3**

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to the issue of shares contemplated by resolution 5:

- (i) The maximum number of securities to be issued is 14,500,000 shares and 14,500,000 options.
- (ii) The shares and options will be issued no later than 3 months after the date of this General Meeting, and allotment may be on a progressive basis over that period.
- (iii) The shares will each be issued at 2 cents each and each share will carry a free attaching option.
- (iv) The shares will rank equally with the existing ordinary shares and will be quoted on the ASX. The options will be issued on the terms and conditions as outlined in "Annexure B".
- (v) It is intended that the allottees of the Placement Share Issue will comprise a small number of sophisticated investors and/or fund managers and institutional investors. Related parties of the Company will not participate in the placement.
- (vi) The funds raised will be used for general working capital.

**Annexure "A"**

22 October 2009

By post

Aurium Resources NL  
35 Great Eastern Highway  
Rivervale WA

Attention: Graham Anderson

Dear Sirs

**NOMINATION OF AUDITOR**

For the purposes of Section 328(1) of the Corporations Act (2001), Jalein Pty Ltd as Trustee of the Elbaja Trust, hereby nominate RSM Bird Cameron Partners of 8 St George's Terrace Perth, Western Australia 6000 for appointment as auditor of the Company at the Annual General meeting of the Company at CWA House, 1176 Hay Street, West Perth, Western Australia on Wednesday 25 November 2009, at 10.00am (WST).

Yours faithfully

**Jalein Pty Ltd as Trustee of the Elbaja Trust**



**Leslie James Ingraham  
SOLE DIRECTOR/SOLE SECRETARY**

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## Annexure "B"

### 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 ordinary fully paid share in the company.
- (b) The Options are exercisable at \$0.035 each.
- (c) The Options will expire on 30 September 2012 (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 ordinary fully paid 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 ordinary fully paid shares, the company will send a notice to each holder of Options at least nine (9) Business Days before the record date referable to that issue. This will give Optionholders 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 ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their Options, Optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them 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 Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

# Aurium Resources Limited

ACN 123 821 929

35 Great Eastern Highway, Rivervale WA 6103

## PROXY FORM

### Shareholder Details

Name: .....

Address: .....

Contact Telephone No: .....

Contact Email Address: .....

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  
(mark with an 'X')

OR

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 Annual General Meeting of Aurium Resources Limited to be held CWA House, 1176 Hay Street, West Perth WA 6005 on 25 November 2009 at 10:00am WST and at any adjournment of that meeting.

### Voting directions to your proxy – please mark to indicate your directions

#### Special Business

Resolution 1 Adoption of Remuneration Report

For

Against

Abstain\*

Resolution 2 Re-election of Stephen Hooper

Resolution 3 Re-election of Brenton Lewis

Resolution 4 Change of auditors

Resolution 5 Placement Issue of Securities

#### OR

If you do NOT wish to direct your Proxy how to vote

\*If you mark the Abstain box for a particular Resolution, 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 attached).

\*If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

%

**PLEASE SIGN HERE**  
implemented

**This section must be signed in accordance with the instructions attached 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

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