

# **auzex** RESOURCES

LIMITED

ABN 74 106 444 606

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of Shareholders of Auzex Resources Limited will be held in the Earl of Inchcape Room, 2nd Level, Brisbane Polo Club, 1 Eagle Street Brisbane QLD at 5.30pm on Thursday, 27 November 2008.

## ordinary business

### FINANCIAL REPORT AND DIRECTORS' AND AUDIT REPORTS

1. To receive and consider the Financial Report, including the Directors' Declaration, for the year ended 30 June 2008 and the related Directors' Report and Audit Report.

### REMUNERATION REPORT

2. To adopt the Remuneration Report for the financial year ended 30 June 2008.

(Note: the vote on this resolution is advisory only and does not bind the Directors or the Company).

#### Voting

While there is no legal requirement to abstain from voting, the Company believes it is appropriate that none of the Directors, the Executives named in the remuneration report or their respective associates vote on the advisory remuneration resolution, except as directed by any proxy.

### RE-ELECTION OF DIRECTOR

3. Mr Paul Frederiks retires by rotation in accordance with Article 13.5 of the Company's Constitution, and being eligible, offers himself for re-election.

#### By Order of the Board

**Paul Frederiks,**  
**Company Secretary**

#### Voting Entitlements

The time for the purposes of determining voting entitlements pursuant to regulation 7.11.37 of the Corporations Regulations will be as it appears in the Share Register at 7.00pm on 25 November 2008. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Annual General Meeting.

#### Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. To be valid, the Proxy Form must be received by the company's share registrar, Computershare Investor Services Pty Ltd, by 5.30pm on Tuesday 25 November 2008. For further details on completing the Proxy Form, please see the instructions on the reverse of the Proxy Form.

The completed form of proxy may be:

- Mailed to the Company's share registry, Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, or
- Hand delivered to the Company's share registry, Computershare Investor Services Pty Limited at Level 19, 307 Queen Street, Brisbane QLD 4000; or
- Mailed or hand delivered to the Company's registered business office at Level 30, AMP Place, 10 Eagle Street, Brisbane QLD 4000, or
- Faxed to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +613 9473 2555

(outside Australia).

## explanatory memorandum

### **Item 1 - Annual Financial Report**

The *Corporations Act 2001* requires the Reports of the Directors and of the Auditors and the annual financial report, including the Financial Statements, to be laid before the Annual General Meeting and the Company's Constitution provides for such Reports and Statements to be received and considered at the Meeting. Neither the *Corporations Act* nor the Constitution requires a vote of shareholders at the Annual General Meeting on such Reports or Statements. However, shareholders will be given ample opportunity to raise questions on the Reports and Statements at the Meeting. The Company's auditor will be available at the meeting to answer any questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

### **ITEM 2 - REMUNERATION REPORT**

The Company's Remuneration Report for the financial year ended 30 June 2008 is set out on pages 28 to 31 of the Company's 2008 Annual Report. Section 250R(2) of the *Corporations Act 2001* requires Auzex Resources Limited to propose a resolution that the Remuneration Report be adopted. Prior to holding this vote, shareholders will be given reasonable opportunity to ask questions or make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors of Auzex Resources Limited. The Directors recommend that you vote in favour of this Advisory resolution.

### **ITEM 3 - RE-ELECTION OF MR PAUL FREDERIKS**

Mr Paul Frederiks is a Non-Executive Director of Auzex Resources Limited. He has extensive experience in public company financial and secretarial management with more than 25 years experience in the Australian resources sector.

He held the position of company secretary and chief financial officer of Ross Mining NL for over eight years until 2000. He also has expertise in ASX listed public company reporting, financial modelling and forecasting, treasury management and hedging, project financing and corporate governance.

Paul established his own consultancy in 2000 providing company financial and secretarial services to both listed and unlisted public companies. He was company secretary of Billabong International Limited from 2000 to 2004 and assisted Billabong in its successful float on the Australian Stock Exchange in August 2000. He is currently company secretary of the listed company Geodynamics Limited, a non-executive director of the listed company China Steel Australia Limited and a non-executive director of Smiths Aerospace Australia Pty Ltd.

The Directors (with Mr Frederiks abstaining) recommend that shareholders vote in favour of this resolution.

