

auzex RESOURCES

LIMITED ABN 74 106 444 606

notice of annual general meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Auzex Resources Limited will be held in the Earl of Inchcape Room, Brisbane Polo Club, 1 Eagle Street Brisbane QLD at 4.30pm on Friday, 27 November 2009.

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 2009 and the related Directors' Report and Audit Report.

Remuneration Report

2. To adopt the Remuneration Report for the financial year ended 30 June 2009.

(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. Dr Gregor Partington retires by rotation in accordance with Article 13.5 of the Company's Constitution, and being eligible, offers himself for re-election.
4. Mr Eugene Iliescu was appointed a casual director on 13 March 2009. In accordance with Article 13.9 of the Company's Constitution his appointment will cease at the end of this AGM. Being eligible, Mr Iliescu offers himself for 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 2009. 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 4.30pm on Wednesday 25 November 2009. 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 c/ DLA Phillips Fox, Level 28, Waterfront Place, 1 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 24 to 28 of the Company's 2009 Annual Report. Section 250R(2) of the *Corporations Act 2001* requires Auzex Resources 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. The Directors recommend that you vote in favour of this Advisory resolution.

Item 3 - Re-election of Dr Gregor Partington

Dr Gregor Partington is a non-executive and founding director of Auzex and is also the Managing Director of his own company, Kenex Pty Ltd, based in New Zealand and Western Australia, focusing on creating business opportunities in the spatial world.

Greg has 27 years experience in the exploration industry in Australia, Pacific Islands and Melanesia where he worked as the exploration manager for Northern Gold and General Manager, exploration for Ross Mining NL. He also has seven years experience in developing earth science GIS databases, recently developing and managing the Epithermal and Mesothermal Gold Projects for Crown Minerals (a division of the New Zealand Ministry of Economic Development) and the Institute of Geological and Nuclear Sciences in New Zealand.

Greg has expertise in mineral exploration, structural geology, database development and management, spatial analysis of data using Geographic Information Systems (GIS), and business management. He has focussed on gold exploration, but has experience in tin-tantalum deposits and platinum exploration.

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

Item 4 - Election of Mr Eugene Iliescu

Mr Eugene Iliescu has extensive experience in operations management and project development; most notably with Ross Mining in the Gold Ridge gold mine in the Solomon Islands, with Duke Energy in the development of the Bass Strait Tasmanian Natural Gas Pipeline, and the Geodynamics geothermal project in South Australia.

He held the position of MD for Ronphos's phosphate operations in Nauru, held senior management positions in Petrogas and a copper mine in the Middle East. Prior to the current appointment Eugene provided consultancy services in the resource sector servicing Australia, Pacific and Middle East companies.

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

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 4.30pm (Brisbane time) Wednesday 25 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Auzex Resources Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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 Auzex Resources Limited to be held in the Earl of Inchcape Room, Brisbane Polo Club, 1 Eagle Street Brisbane QLD at 4.30pm on Friday, 27 November 2009 and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Dr Gregor Partington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Eugene Iliescu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

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Computershare