

**Malachite Resources Limited**

# **NOTICE OF ANNUAL GENERAL MEETING**

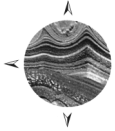
MALACHITE RESOURCES LIMITED

ABN 86 075 613 268

Notice is hereby given of the twelfth Annual General Meeting of the Company:

At: Mantra Chatswood,  
10 Brown Street, Chatswood NSW 2067, Australia

On: Monday, 23 November 2009 at 10.00 am



# Notice of Annual General Meeting

## Notice of Annual General Meeting

Notice is hereby given of the twelfth Annual General Meeting of the Company at Mantra Chatswood, 10 Brown Street, Chatswood NSW 2067, Australia, on Monday, 23 November 2009 at 10.00 am.

## Business

### **1. Financial Report – Year Ended 30 June 2009**

To receive and consider the Financial Report of the Company and its controlled entities and the reports of the Directors and the Auditor for the financial year ended 30 June 2008.

### **2. Advisory/Non-binding Vote on Remuneration Report**

That the Remuneration Report (included in the Company's Financial Report for the year ended 30 June 2009) be adopted.

### **3. Re-election of Mr. Roy M. Randall as a Director**

To re-elect, as a director of the Company, Mr. Roy Randall who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.

### **4. Re-election of Mr. Denis M. O'Neill as a Director**

To re-elect, as a director of the Company, Mr. Denis M. O'Neill who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.

### **5. Approval of Previous Issue of Shares**

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

*"That, for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the issue of shares by the Company to the parties as specified in section 5 of the Explanatory Memorandum annexed to and forming part of this Notice of Meeting, be approved"*

The company will disregard any votes cast on Resolution 5 by:

- Any of the shareholders identified in Resolution 5; and
- an associate of any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

### **6. Approval of Previous Issue of Shares – Nanyang Mining Resources Investment P/L**

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

*"That, for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the issue of shares by the Company to the parties as specified in section 6 of the Explanatory Memorandum annexed to and forming part of this Notice of Meeting, be approved"*

The company will disregard any votes cast on Resolution 6 by:

- Any of the shareholders identified in Resolution 6; and
- an associate of any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

## **7. Approve Proposed Issue of Shares**

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

*“That for the purpose of Listing Rule 7,1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the proposed issue by the Company of the shares to the parties as specified in Section 7 of the Explanatory Memorandum annexed to and forming part of this Notice of Meeting, be approved.”*

Voting restrictions on Resolution 7

The company will disregard any votes cast on Resolution 7 by:

- Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and
- an associate of any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

## **8. Approve Proposed Issue of Options – Nanyang Mining Resources Investment P/L**

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

*“That for the purpose of Listing Rule 7,1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the proposed issue by the Company of the options to the parties as specified in Section 8 of the Explanatory Memorandum annexed to and forming part of this Notice of Meeting, be approved.”*

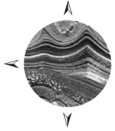
Voting restrictions on Resolution 8

The company will disregard any votes cast on Resolution 8 by:

- Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and
- an associate of any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.



# Malachite Resources Limited

## ENTITLEMENT TO VOTE

In accordance with the *Corporations Act 2001* (Cth) the board has determined that for the purposes of the meeting, a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Members of the Company at 10.00 am on **21 November 2009**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## VOTING BY PROXY

- A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote instead of the shareholder.
- Where 2 proxies are appointed the Proxy Form should specify the proportion, or the number of votes that the proxy may exercise. If the Proxy Form does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.
- A proxy need not be a shareholder of the Company. The proxy appointed may be described in the Proxy Form by an office held, e.g. "the Chair of the Meeting".
- Proxy Forms must be signed by a shareholders or the shareholder's attorney or, if the shareholder is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a company secretary, or if it is a proprietary company that has a sole director who is also the company secretary, by that director, or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of shares in the Company (i.e. under power of attorney or other authorisation), then the relevant authority (or a certified copy of such authority) must either have been exhibited previously to the Company or be enclosed with the Proxy Form.

To be effective, duly completed Proxy Forms (duly completed and executed) must be:

- received by mail at **Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria 3001**;
- online at **[www.investorvote.com.au](http://www.investorvote.com.au)**; or
- sent by fax to fax number: **1800 783 447** (+61 3 9473 2555 from overseas)

by 10.00 am on **21 November 2009**.

## Annual Report

Malachite Resources Limited will now make annual reports available online for shareholders. The default option for receiving annual reports is via the Company's website rather than in hard copy. You will not receive a hard copy unless you have requested a printed version.

The Annual Report for the Year Ending 30 June 2009 may be downloaded from the Company's website from the homepage: [www.malachite.com.au](http://www.malachite.com.au)

or by accessing the following link: <http://www.malachite.com.au/pdf/annual/MAR2009AnnualReport.pdf>

By Order of the Board

**Andrew J Cooke**  
Company Secretary

19 October 2009

# Explanatory Memorandum to the Notice of Annual General Meeting

## **Resolution 1. Financial Report – Year Ended 30 June 2009**

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires the financial report (which includes the financial statements and the Directors’ declaration), the Directors’ report and the Auditor’s report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the financial report, the Directors’ report or the Auditor’s report.

This item of business provides shareholders with an opportunity to ask questions concerning or make comments on the Company’s financial statements and reports for the year ended 30 June 2009 and the Company’s performance generally.

A representative of the Auditor will be attending the Annual General Meeting.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor’s report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than **15 November 2009**. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor’s report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

## **Resolution 2. Advisory/Non-binding Vote on Remuneration Report**

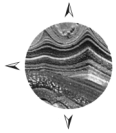
The Directors’ report for the year ended 30 June 2009 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## **Resolution 3. Re-election of Mr. Roy Randall as a Director**

Roy Randall is a former partner of the Sydney office of Stikeman, Elliott, Canada’s pre-eminent international law firm. Prior to joining Stikeman, Elliott in early 1997 he was a partner at Freehill Hollingdale and Page in Sydney. Roy has more than 35 years broad practical experience in many areas of corporate legal practice and has also worked as a merchant banker. His extensive legal experience has extended to the areas of natural resources, structuring international transactions and infrastructure development. He has represented both issuers and underwriters in connection with initial public offerings for mining companies and advised on takeovers in the mining sector.



# Malachite Resources Limited

## Explanatory Memorandum to the Notice of Annual General Meeting

### **Resolution 4.** Re-election of Mr. Denis O'Neill as a Director

Geologist with 35 years professional experience in mineral exploration and mining, both in Australia and abroad. Has worked in technical and management roles that include 14 years with Macmin Silver Ltd, where he was a Director. Four years as Chief Geologist for the Delta Gold Group of Companies in Australia and 7 years directing exploration projects in Italy, Ireland and the United Arab Emirates for Noranda Mines Ltd. Associated with the discovery of the "Reward" and "Highway" VHMS ore bodies (Charters Towers) earlier in his career and more recently the "Twin Hills" silver deposit at Texas, NSW. Graduate of the University of NSW (BSc in Applied Geology).

### **Resolution 5.** Approval of Previous Issue of Share

The Company issued 5,202,335 fully paid ordinary shares at 6.0 cents each on 28 May 2009 in respect of a placement which raised \$312,140. The shares were issued as set out below:

<b>Party to whom Shares have been Issued @ 6.0 cents</b>	<b>Number Shares Issued</b>
Dr. A E D Meares & Mrs M Meares <AED Meares Super Fund A/C>	1,666,667
Cameron Stockbrokers Pty Ltd <Placement A/C>	833,334
Charanda Nominee Company Pty Ltd <Amancha Trust>	833,334
Leadville Investments Pty Ltd <Jar Executive Super Fund A/C>	500,000
Ceres Pacific Pty Ltd <Ceres Super Fund A/C>	500,000
Mrs. D J Trebeck & Mr. D B Trebeck <Fairo Super A.C>	400,000
G J Macarthur & Co Pty Ltd	204,000
Fast Trax Investments <Hall Family A/C>	165,000
Brian Leslie Lowder	100,000
<b>Total Shares Issued @ 6 cents:</b>	<b>5,202,335</b>

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions).

ASX Listing Rule 7.4 allows an issue of securities to be subsequently approved by shareholders and treated as having been made with approval of shareholders for the purpose of ASX Listing Rule 7.1. The Company is seeking subsequent shareholder approval for the issue of shares under ASX Listing Rule 7.4 to refresh the Company's capacity to issue up to 15% of its issued shares, if required, in the next 12 months without the need to obtain shareholder approval.

All of the shares being the subject of this resolution are ordinary fully paid shares which rank equally with all of the Company's existing ordinary fully paid up shares and are quoted on the ASX.

The use or intended use of the funds raised was to advance the Company's various exploration projects including Conrad, Tooloom, Delungra and Elsmore and to provide working capital.

## **Resolution 6. Approval of Previous Issue of Share – Nanyang Mining Resources Investment P/L**

The Company agreed to issue 15,000,000 fully paid ordinary shares at 8.55 cents each to Nanyang Mining Resources Investment Pty Ltd on or about 28 October 2009 in respect of a placement to raise \$1,282,500 pursuant to a strategic alliance announced 15 October 2009:

<b>Party to whom Shares have been Issued @ 8.55 cents</b>	<b>Number Shares Issued</b>
Nanyang Mining Resources Investment Pty Ltd	15,000,000
<b>Total Shares Issued @ 8.55 cents:</b>	<b>15,000,000</b>

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions).

ASX Listing Rule 7.4 allows an issue of securities to be subsequently approved by shareholders and treated as having been made with approval of shareholders for the purpose of ASX Listing Rule 7.1. The Company is seeking subsequent shareholder approval for the issue of shares under ASX Listing Rule 7.4 to refresh the Company's capacity to issue up to 15% of its issued shares, if required, in the next 12 months without the need to obtain shareholder approval.

All of the shares being the subject of this resolution are ordinary fully paid shares which rank equally with all of the Company's existing ordinary fully paid up shares and are quoted on the ASX.

The use or intended use of the funds raised was to advance the Company's various exploration projects including Conrad, Tooloom, Delungra and Elsmore and to provide working capital.

## **Resolution 7. Approve Proposed Issue of Shares**

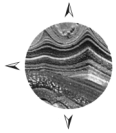
ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions, including where prior shareholder approval is obtained).

If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

The Company is seeking shareholder approval under ASX Listing Rule 7.1 for the proposed issue of the shares as set out in the table below so that this number of securities is not included in the 15% calculation set out in ASX Listing Rule 7.1.

### **SHARES:**

<b>Party to whom Shares will be issued @ 8.55 cents</b>	<b>Number Shares to be issued</b>
Ceres Pacific Pty Ltd <Ceres Super Fund A/C>	584,795
Dr Allan Edward D Meares & Mrs Margaret Meares <AED Meares Super Fund A/C>	584,795
Leadville Investments Pty Ltd <Jar Executive Super Fund A/C>	584,795
Charanda Nominee Company Pty Ltd <Amancha Trust>	584,795
RTR Holdings Pty Limited – Trustee for RTR P/L Super Funds	1,169,590
<b>Total Number of Shares to be issued</b>	<b>3,508,770</b>



# Malachite Resources Limited

## Explanatory Memorandum to the Notice of Annual General Meeting

The shares to be issued will be issued at 8.55 cents being the same price at which shares were issued to Nanyang Mining Resources Investment Pty Ltd pursuant to a strategic alliance announced 15 October 2009.

The securities will all be issued and allotted within three months of the date of the Annual General Meeting.

The shares to be issued will be ordinary fully paid shares ranking pari passu with all of the Company's existing ordinary fully paid up shares.

Funds raised from the issue of the shares will be used to advance the Company's various exploration projects including Tooloom, Delungra and Elsmore and to provide working capital.

The Company will apply to the ASX for quotation of the shares to be issued.

### **8. Approve Proposed Issue of Options – Nanyang Mining Resources Investment P/L**

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions, including where prior shareholder approval is obtained).

If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

The Company is seeking shareholder approval under ASX Listing Rule 7.1 for the proposed issue of the options as set out in the table below so that this number of securities is not included in the 15% calculation set out in ASX Listing Rule 7.1.

#### **OPTIONS:**

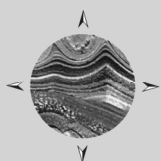
<b>Party to whom Options will be issued @ 8.55 cents</b>	<b>Number Options to be issued</b>
Nanyang Mining Resources Investment Pty Ltd	7,500,000
<b>Total Number of Options to be issued</b>	<b>7,500,000</b>

The options will be issued to Nanyang Mining Resource Investment Pty Ltd for no additional consideration in accordance with the terms of a strategic alliance announced 15 October 2009.

The options will all be issued and allotted within three months of the date of the Annual General Meeting.

The options to be issued will have an exercise price of 11.1 cents per shares exercisable on or before 29 October 2012. The terms of the options are otherwise in accordance with the requirements of the Listing Rules of the Australian Securities Exchange.

The Options will not be listed on the ASX.



## Malachite Resources Limited

Level 15, Suite 1502, Tower B

799 Pacific Highway

CHATSWOOD NSW 2067

Tel: (02) 9411 6033

Fax: (02) 9411 6066

Email: [info@malachite.com.au](mailto:info@malachite.com.au)

**[www.malachite.com.au](http://www.malachite.com.au)**



# Malachite Resources Limited

ABN 86 075 613 268

000001 000 MAR  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



### 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 Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

### Your secure access information is:

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



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



**For your vote to be effective it must be received by 10.00am (Sydney time) Saturday 21 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 for Postal Forms

**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](http://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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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.



I 9999999999

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 Malachite 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 Malachite Resources Limited to be held at Mantra Chatswood, 10 Brown Street, Chatswood NSW 2067 on Monday, 23 November 2009 at 10.00am 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. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr Roy Randall as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr Denis M. O'Neill as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Previous Issue of Shares - Nanyang Mining Resources Investment P/L	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approve Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approve Proposed Issue of Options - Nanyang Mining Resources Investment P/L	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_