

Resource Base Limited

ABN 57 113 385 425

Notice of General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

A General Meeting of the Company will be held at
Level 3, 600 Bourke Street, Melbourne, Victoria 3000
on 9 October 2009.

Time and Place of Meeting and How to Vote

Venue

A General Meeting of Shareholders of the Company will be held at:

Level 3 600 Bourke Street Melbourne, Victoria 3000	Commencing 11.00 am (Melbourne time) on 9 October 2009
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- send the proxy form by facsimile to the Company Secretary on facsimile number + 61 3 9614 0550; or
- post or deliver the proxy form to the Company at Level 17, 500 Collins Street, Melbourne, Victoria.

so that it is received not later than 11.00 am on 7 October 2009.

Your proxy form is enclosed.

Notice of General Meeting

Notice is hereby given that a general meeting of shareholders of Resource Base Limited (**Company** or **RBX**) will be held at Level 3, 600 Bourke Street, Melbourne, Victoria on 9 October 2009 at 11.00 am (Melbourne Time) (**General Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Proxy Form and Explanatory Statement form part of this Notice of Meeting.

Agenda

Ordinary Business

Resolution 1 – Appointment of Director – Kevin Lynn

"That, in accordance with the Constitution of Resource Base Limited, Mr Kevin Lynn be appointed as a director, with immediate effect"

Resolution 2 – Removal of Director – Glenn Connor

"That, in accordance with the Constitution of Resource Base Limited, Mr Glenn Connor be removed as a director, with immediate effect".

Resolution 3 – Appointment of Director – Noel Laidlaw

"That Mr Noel Laidlaw be appointed as a director of the Company (effective at the conclusion of the meeting)".

Resolution 4 – Removal of Director – Alan Fraser

"That, pursuant to section 203D of the Corporations Act, Mr Alan Fraser be and is hereby removed as a director of the Company (effective at the conclusion of the meeting)".

Dated this 3rd day of September 2009

Adrien Wing
Company Secretary

Notes:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to

represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.

2. Where a voting exclusion applies, 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 to vote as the proxy decides 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.
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 5.00pm (Melbourne Time) on 7 October 2009.

Resource Base Limited

ABN 57 113 385 425

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the general meeting of shareholders of Resource Base Limited to be held at Level 3, 600 Bourke Street, Melbourne, Victoria at 11.00 am (Melbourne Time) on 9 October 2009 (**General Meeting**).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolution.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting.

Business to be conducted

1. **Resolution 1 – Appointment of Director - Kevin Lynn**
 2. **Resolution 2 – Removal of Director - Glenn Connor**
 3. **Resolution 3 – Appointment of Director - Noel Laidlaw**
 4. **Resolution 4 – Removal of Director - Alan Fraser**
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Resolutions 1 and 2

Alan Fraser, Director and Chairman of the Company, lodged a notice pursuant to section 249CA of the Corporation Act 2001 (Cth) with Company on 31 August 2009. That notice sought the appointment of Mr Kevin Lynn as a director and the removal of Mr Glenn Connor as a director.

Resolutions 3 and 4

Timora Pty Ltd being the registered holder of at least 5% of the votes of the Company sent a Notice on 11 August 2009 pursuant to Sections 249D and 203D(2) of the Corporations Act. That notice sought the appointment of Mr Noel Laidlaw as a director and the removal of Mr Alan Fraser as a director.

LODGE YOUR VOTE



By mail:
Resource Base Limited
Level 17, 500 Collins Street
Melbourne, VIC 3000
Australia



By fax: +61 3 9614 0550

All enquiries to:



Telephone: 1300 554 474
Overseas: +61 2 8280 7111



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Resource Base Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 11:00am on Friday, 9 October 2009, at Level 3, 600 Bourke Street Melbourne, Victoria 3000 and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 Appointment of Director - Kevin Lynn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Removal of Director - Glenn Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Director - Noel Laidlaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Removal of Director - Alan Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

RBX PRX901



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Wednesday, 7 October 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



by mail:

Resource Base Limited
Level 17, 500 Collins Street
Melbourne VIC 3000
Australia



by fax:

+61 3 9614 0550



by hand:

delivering it to Level 17, 500 Collins Street, Melbourne, VIC Australia.

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.