

# RESOURCE BASE LIMITED

ABN 57 113 385 425

## NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice is given that the 2009 Annual General Meeting of Resource Base Limited ("the Company" or "Resource Base") will be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, VIC, 3000 at 11.00am on 20<sup>th</sup> November 2009

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

### BUSINESS

#### 2009 Annual Financial Statements

To lay before the Meeting the 2009 Annual Financial Statements of the Company comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

#### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report for the year ended 30 June 2009".

#### Resolution 2 – Re-Election of Director - Mr Peter Kelliher

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

"That Mr Peter Kelliher, a Director who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."

#### Resolution 3 – Approval of prior issue of 8,000,000 shares at 5 cents each

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve the prior issue by the Company of eight million (8,000,000) fully paid ordinary shares, at an issue price of \$0.05 per share, as described in the Explanatory Memorandum accompanying and forming part of the Notice of General Meeting."

#### Voting Exclusion Statement:

*The Company will disregard any votes cast on Resolution 3 by:*

- *a person who participated in the issue; and*
- *an associate of that person (or those persons).*

*However, the Company need not disregard a vote on Resolution 3 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.*

#### **Resolution 4 – Approval to issue 4,000,000 free attaching Options**

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 for all other purposes, Shareholders approve the issue of four million (4,000,000) options having an exercise price of five cents (\$0.05) and an expiry date of 30 November 2011 as described in the Explanatory Memorandum accompanying and forming part of the Notice of General Meeting."

#### **Voting Exclusion Statement:**

*The Company will disregard any votes cast on Resolution 4 by:*

- *a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and*
- *an associate of that person (or those persons).*

*However, the entity 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.*

By the order of the Board

Adrien Wing  
Company Secretary

Dated: 21 October 2009

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

# **RESOURCE BASE LIMITED**

**ABN 57 113 385 425**

("the Company")

## **2009 ANNUAL GENERAL MEETING**

### **EXPLANATORY MEMORANDUM**

#### **PURPOSE OF INFORMATION**

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of the 2009 Annual General Meeting to be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, VIC, 3000 on 20<sup>th</sup> November 2009 at 11.00am. The Notice of 2009 Annual General Meeting incorporates, and should be read together with, this Memorandum.

#### **2009 Annual Financial Statements**

The 2009 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2009 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2009 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2009 Annual Financial Statements.

The Company's 2009 Annual Financial Statements are set out in the Company's 2009 Annual Report which can be obtained from the Company's website, [www.resourcebase.com.au](http://www.resourcebase.com.au) or upon request to the Secretary at the Company's registered office, Level 17, 500 Collins Street, Melbourne, Victoria, 3000 (telephone (03) 9614 0600).

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

The Company is required, pursuant to the Corporations Act 2001, to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Director's Report in the Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2009 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

#### **Resolution 2 – Re-Election of Director - Mr Peter Kelliher**

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, except the Managing Director, are required to retire by rotation at each Annual General Meeting. The Company has three directors, one of whom is the Managing Director. Accordingly, one director is required to retire by rotation at the 2009 Annual General Meeting.

Mr Peter Kelliher retires by rotation and, being eligible, offers himself for re-election.

#### **Resolution 3 - Approval of prior issue of 8,000,000 Shares at 5 cents each**

The Shares were issued to 6 clients, being sophisticated investors, of Martin Place Securities Limited on or about 4 September 2009.

ASX Listing Rule 7.4 provides that a prior issue of shares or other securities made without shareholder approval under Listing Rule 7.1, is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1, and the

shareholders subsequently approve the issue. Approval of Resolution 3, is sought to refresh the Company's ability to issue further shares or options within the fifteen percent (15%) limit in a 12 month period without shareholder approval in order to allow the Company to take advantage of opportunities to obtain further funds if required and available in the future.

The shares which are the subject of Resolution 3 are fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares, and were issued at a price \$0.05 per share. The funds raised by the issue were used to support the Company's existing arrangements such as the development of the Broula King Gold Mine, working capital and cover the costs of the issue.

#### **Resolution 4 – Approval to issue 4,000,000 Options**

The Company is seeking the approval of Shareholders to issue four million (4,000,000) free attaching Options to the recipients of the 8,000,000 shares issued to raise \$400,000 (before costs of the issue) to fund the Company's existing arrangements such as the development of the Broula King Gold Mine and as working capital.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period, any equity securities, or other securities with rights of conversion into equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period. One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The Options will be issued as one-for-two free attaching options in respect of 8,000,000 shares already issued (The business of resolution 3). The Shares were issued to a total of 6 clients of Martin Place Securities Ltd. No additional funds will be raised by the issue of the Options. The recipients of the 8,000,000 shares are not entitled to a refund or discount if Shareholders do not approve the issue of the free attaching Options.

If Resolution 4 is passed the Options will be issued on a date no later than three (3) months of the date of the meeting. The terms of the Options are set out in Schedule 1 of this Memorandum.

## SCHEDULE 1 - Terms of the Options

(i) Entitlement

The Options ("Options") entitle the holder to subscribe for and be allotted one ordinary fully paid Share in the company upon exercise of each Option.

(ii) Exercise Price

The Options are exercisable at \$0.05 ("**Exercise Price**").

(iii) Expiry Date

The Options will expire at 5.00pm on 30 November 2011 ("**Expiry Date**").

(iv) Exercise Period

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.

(v) Shares issued on exercise

All Shares issued upon exercise of the Options rank pari passu in all respects with the Company's then existing ordinary fully paid Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of the Options.

(vi) Rights and Entitlements

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 Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(vii) Bonus Issues

If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to the holders of Shares in the Company ("Bonus Issue"), then upon exercise of the Options an Option holder 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 which would have been issued to them under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.

(viii) Change in Option Terms

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.

(ix) Reorganisation

In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the right of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

## PROXY AND VOTING INSTRUCTIONS

### Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the Power of Attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the Power of Attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the registered office of the Company on (03) 9614 0550 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

### Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

### Voting Entitlement

The Company has determined in accordance with the Corporations Act 2001, that for the purpose of voting at the 2009 Annual General Meeting, shares will be taken to be held by those who hold them at 7:00pm (Melbourne, Victoria time) on 18<sup>th</sup> November 2009.

On a poll, members have one vote for every fully paid ordinary share held.

**RESOURCE BASE LIMITED**  
**ABN 57 113 385 425**

**Proxy Form**

The Company Secretary  
Resource Base Limited

**By Delivery:**

Level 17 ,500 Collins Street  
Melbourne VIC 3000

**By Post:**

Level 17, 500 Collins Street  
Melbourne VIC 3000

**By Facsimile:**

+61 3 9614 0550

I/We (Insert name of shareholder)

of (Insert address of shareholder)

being a Shareholder of the Company and entitled (Insert name of proxy)  
to vote at the General Meeting, hereby appoint (Insert address of proxy)

or failing such appointment, the chairman of the General Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 11:00 am (Melbourne Time) on 20 November 2009 at Level 3, 600 Bourke Street, Melbourne, Victoria and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the chairman will vote in favour of all of the resolutions.

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Peter Kelliher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve of prior issue – 8 million shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approve of 4 million options	<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 that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll**

You must either mark the boxes directing your proxy how to vote or mark the box indicating that you do not wish to direct your proxy how to vote, otherwise this appointment of proxy form will be disregarded.

**Authorised signature/s**

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date