

**AUSSIE Q RESOURCES LIMITED**  
**A.C.N. 121 964 725**



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**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**PROXY FORM**

**Date of Meeting**  
**24 November 2011**

**Time of Meeting**  
**10.00 am**

**Place of Meeting**

**Royal Automobile Club of Australia**  
**89 Macquarie Street,**  
**Sydney NSW 2000**

**AUSSIE Q RESOURCES LIMITED**  
**A.C.N. 121 964 725**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Aussie Q Resources Limited, A.C.N. 121 964 725 (the "Company"), will be held at **Royal Automobile Club of Australia, 89 Macquarie Street, Sydney NSW 2000** on 24 November 2011 commencing at 10.00 am for the purpose of transacting the following business.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 7.00 pm (Sydney time) on 22 November 2011.

**AGENDA**

**Financial Reports**

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2011 including, the Directors' Report and the Independent Audit Report.

The Financial Statements are contained in the Company's 2011 Annual Report which is available on the Company's website, [www.aussieqresources.com.au](http://www.aussieqresources.com.au). Copies of the Annual Report have been posted to shareholders who have requested a printed copy. Shareholders will be given an opportunity to ask questions of the Directors and the Auditor in relation to these Financial Statements.

**Resolution 1 - Adoption of Remuneration Report**

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

“That the Remuneration Report be adopted.”

**Voting Exclusion**

Pursuant to Section 250OR of the Corporations Act 2001 a vote on this resolution must not be cast (in any capacity) by or on behalf of any member of the key management personnel details of whose remuneration are included in the remuneration report or a closely related party of such a member. However, a person aforesaid may cast a vote on the resolution if: the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a person aforesaid.

**Explanatory Note**

The Remuneration Report is also contained in Section 9 of the Directors' Report in the 2011 Annual Report. It is a requirement of the Corporations Act that this Report be provided to shareholders and voted upon by a vote which is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution that another meeting be held within 90 days at which all of the Company's Directors who are subject to a re-election requirement must go up for re-election.

**Resolution 2 - Election of Dr. Richard Haren as a Director (ordinary resolution)**

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

“That Dr. Richard Haren be elected a Director of the Company.”

**Explanatory Note**

Dr. Haren was the CEO of the Company until 31 December 2008 and thereafter has been a non executive Director. After 31 December 2011 he will be considered an independent Director as 3 years will have elapsed since completion of his executive role with the Company. The Company's Constitution provides to the effect that one-third of the Directors being the Director(s) longest in office since the last election should retire annually. Details of Dr. Haren's qualifications and experience are set out in the 2011 Annual Report.

**Resolution 3 - Election of Mr. Edgar Newman as a Director (ordinary resolution)**

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

“That Mr. Edgar Newman be elected a Director of the Company.”

**Explanatory Note**

Mr. Newman was appointed as a Director on 31 December 2008 and is considered to be an independent Director. The Company's Constitution provides to the effect that one-third of the Directors being the Director(s) longest in office since the last election should retire annually. Details of Mr. Newman's qualifications and experience are set out in the 2011 Annual Report.

#### **Resolution 4 - Approval of Future Placements (ordinary resolution)**

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

“That for the purposes of Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves and authorises the placement by Directors of up to 21.7 million ordinary fully paid shares in the Company to two or more places not later than 3 months after the date of this meeting, each share to be issued at not less than 80% of the volume weighted average market price of the Company’s shares on the ASX calculated over the last 5 days on which sales of AQR shares were recorded prior to the date on which such share is issued.”

<p><b>Voting Exclusion:</b> For the purpose of this Resolution, the Company will in accordance with the Listing Rules of the Australian Securities Exchange, disregard any votes cast on the Resolution by any person who may participate in the proposed placements or any associate of any such person. 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 if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on a proxy form to vote as the proxy decides.</p>
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#### **Explanatory Note**

The Directors are of the view that it will be of significant benefit to the Company if its exploration and pre-development efforts are maintained in the coming 12 months. The Company’s current cash position is approximately \$2.1 million after taking into account the expected \$0.7 million to be spent under the current drilling program. It is the Directors’ view that they should have the capacity to place shares as circumstances require to raise funds for continuing exploration and pre-development activities now in progress.

Shareholders will recall that similar authority has been sought and given by shareholders in prior years. Last year, the Company used this authority to place shares at 45 cents per share and shareholders were offered the opportunity to subscribe for shares at the same price under a Share Purchase Plan. If approved, this Resolution would enable the Directors to place up to 21.7 million shares in the 3 months after this meeting at the minimum price provided in the Resolution.

If any placement is made under this Resolution, the pricing will be at not less than 80% of the volume weighted average market price of the Company’s shares on the ASX calculated over the last 5 days on which sales of AQR shares were recorded prior to the date on which such share is issued. Clearly the Directors will seek to maximise the placement price and in this context, over the last 3 months, the Company’s closing share price on the ASX has ranged from a low of 19 cents to a high of 31 cents.

The proposed allottees are not yet known but are likely to be institutional investors or industrial consumers or traders interested in offtake of the metals contained in the Resources delineated by the Company to date. Proposed allottees will necessarily be sophisticated or professional investors who are in a position to subscribe for shares without a disclosure document. No related party will participate in a placement made under the authority of this Resolution. In addition, **all shareholders who vote on this Resolution (and their associates) will be prohibited from subscribing for any shares to be placed under this Resolution. Accordingly, all shareholders who intend (or have associates that intend) to subscribe**

**for any new shares which may be offered pursuant to this Resolution should abstain from voting.**

The shares to be issued will be ordinary fully paid shares ranking equally in all respects with the Company's current issued shares. ASX quotation will be sought for the shares which are issued under the authority of this Resolution. The funds raised will be used as working capital for continuing exploration and pre-development activities now in progress. It is anticipated that a number of allotments will be made progressively. The effect of this approval will be that the Company's capacity to issue additional shares in the next 12 months up to 15% of its capital in accordance with ASX Listing Rule 7.1 will not be diminished by the proposed placements.

**Resolution 5 - Aggregate amount available for non executive Directors' Remuneration (ordinary resolution).**

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

“That for the purposes of the Company's Constitution and ASX Listing Rule 10.17 the aggregate amount to be available for the payment of non executive Directors' remuneration be \$325,000 per annum.”

<p><b>Voting Exclusion:</b> The Company will, in accordance with the Listing Rules of the ASX, disregard any votes cast on this Resolution by a Director of the Company or any associate of a Director of the Company. 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 if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on a proxy form to vote as the proxy decides.</p>
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**Explanatory Note**

Pursuant to the Company's Constitution, the non-executive Directors of the Company may be paid such aggregate remuneration as is from time to time determined by the Company in general meeting and that remuneration accrues from day to day. The remuneration may be divided among non-executive Directors in such proportion as they from time to time agree and, in default of agreement, equally. In addition, ASX Listing Rule 10.17 provides that the total amount of Directors fees payable by a company (excluding remuneration of executive Directors) may not be increased without the approval of shareholders.

At the 2007 AGM, the aggregate amount available to be paid to non executive Directors was determined to be \$250,000. When the 2007 determination was made, the Company had three Directors, two of whom were executive Directors. The Company currently has five Directors, four of whom are non executive Directors. The Chairman of the Company receives a fee of \$120,000 per annum and each of the three other non executive Directors receives a fee of \$50,000 per annum.

In accordance with ASX Listing Rule 10.17, it is noted that the total amount of Directors' fees payable to non executive Directors including superannuation contributions is currently \$289,800 per annum. For the purposes of the Company's Constitution, the aggregate remuneration available to be paid to non executive Directors does not include statutory superannuation payments but will include any fees salary sacrificed on a pre tax basis.

It is proposed by this Resolution that the aggregate amount available to non executive Directors be increased to \$325,000 pa to reflect the current aggregate remuneration actually paid to the non executive Directors and to allow for any future non executive Director appointment to the Board. It is not currently proposed that there will be any increase in non executive Director remuneration following approval of this Resolution.

By order of the Board

A handwritten signature in black ink, appearing to read 'S. Lonergan', with a long horizontal flourish extending to the right.

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Stephen J Lonergan  
Company Secretary  
Dated: 19 October, 2011.



**Aussie Q Resources Limited**  
ABN 121 964 725

**Lodge your vote:**



**By Mail:**

Aussie Q Resources Limited  
PO Box 8155  
Gold Coast MC  
Qld 9726 Australia

Alternatively you can fax your form to  
(within Australia) 07 5574 3568  
(outside Australia) +61 7 5574 3568

**For all enquiries call:**

(within Australia) 07 5574 3830  
(outside Australia) +61 7 5574 3830



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

## Proxy Form

For your vote to be effective it must be received by 10:00 am (Sydney time) Tuesday 22 November 2011

### 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. Delete titles as applicable.

### 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.

**Turn over to complete the form** ➔



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

**[www.investorcentre.com](http://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.



I 9999999999

IND

# 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 Aussie Q 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 Aussie Q Resources Limited to be held at the Royal Automobile Club of Australia, 89 Macquarie Street, Sydney, NSW, 2000 on Thursday, 24/11/2011 at 10:00am (Sydney time) and at any adjournment of that meeting.

### Important for Items 1 & 5 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 & 5 as set out below and in the Notice of Meeting. If you do not mark this box and you have not directed your proxy how to vote on Items 1 & 5, the Chairman of the Meeting will not cast your votes on Items 1 & 5 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 1 & 5).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 1 & 5 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 & 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 1 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## 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.

### ORDINARY BUSINESS

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Dr. Richard Haren as a Director (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr. Edgar Newman as a Director (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Future Placements (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Aggregate amount available for non executive Directors' Remuneration (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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 / / \_\_\_\_\_