
SCIMITAR RESOURCES LIMITED

ABN 22 102 912 783

**NOTICE OF GENERAL MEETING AND EXPLANATORY
STATEMENT**

TIME:	11.30am WST
DATE:	Monday 18 th May 2009
PLACE:	Celtic Club 48 Ord Street WEST PERTH, WESTERN AUSTRALIA, 6005

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9388 8041.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Scimitar Resources Limited which this Notice of Meeting relates to will be held at 11.30am WST on Monday, 18 May 2009 at:

<p>Celtic Club 48 Ord Street WEST PERTH, WESTERN AUSTRALIA, 6005</p>

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General 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 and either:

- (a) send the proxy form by post to Scimitar Resources Limited, PO Box 1905, Subiaco WA 6904; or
- (b) send the proxy form by facsimile to the Company on facsimile number (08) 9388 8042,

so that it is received not later than 11.30am WST on Saturday, 16 May 2009.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Scimitar Resources Limited will be held at Celtic Club, 48 Ord Street, West Perth Western Australia 6005 at 11.30am WST on Monday, 18 May 2009.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 15 May 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Resolution 1 - Approval to the Future Placement of Shares

To consider and, if thought fit, to pass, with or without modification, the following **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, this meeting approves and authorises the Directors to issue and allot up to 20,000,000 Shares at a price that is at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

- (a) Prior to making a decision with respect to Resolution 1, members should refer to Section 1 of the Explanatory Statement which accompanies this Notice of Meeting.
- (b) In accordance with ASX Listing Rule 7.3.8, the Company will disregard any votes cast on Resolution 1 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 security holder, if Resolution 1 is passed and any person associated with 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.

Resolution 2 - Change of Company Name

To consider and, if thought fit, to pass, with or without modification, the following **special resolution**:

"That pursuant to Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to "Cauldron Energy Limited".

DATED: 14 APRIL 2009

BY ORDER OF THE BOARD



**KENT HUNTER
DIRECTOR / COMPANY SECRETARY
SCIMITAR RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting of Scimitar Resources Limited to be held at Celtic Club, 48 Ord Street, West Perth Western Australia 6005 at 11.30am WST on Monday, 18 May 2009.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

RESOLUTION 1 - APPROVAL TO THE FUTURE PLACEMENT OF 20,000,000 SHARES

Resolution 1 seeks Shareholder approval of the issue of 20,000,000 Shares on the terms set out below.

1.1 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1 to allow Shareholders to assess the proposed facility for the future issue of up to 20,000,000 Shares:

- (a) the maximum number of securities to be issued pursuant to the Future Placement is 20,000,000 Shares;
- (b) the Shares the subject of Resolution 1 will be issued and allotted no later than three (3) months after the date of this Meeting or such later date as approved by ASX;
- (c) the issue price of the Shares proposed to be allotted and issued will be determined by the Board but will be at a price which is at least 80% of the average market price for Shares calculated over the 5 days on which sales in Shares were recorded before the date on which the issue is made;
- (d) the allottees in respect of Resolution 1 are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the issue. The allottees will not be related parties of the Company;
- (e) the Shares to be issued will rank pari-passu on allotment and issue with the existing Shares of the Company;
- (f) the Shares to be issued will be allotted progressively as allottees are identified, however no Shares will be issued or allotted after the date which is three (3) months after the date of the Meeting; and
- (g) the Company intends to use the funds raised by the issue of Shares the subject of Resolution 1, for continued exploration of its portfolio of exploration assets and for analysis of acquisition opportunities, both domestically and overseas. Any surplus funds will be used for general working capital purposes, review and analysis of new projects and for the funding of the Company's other existing activities.

EXPLANATORY STATEMENT

RESOLUTION 2 - CHANGE OF COMPANY NAME

Resolution 2 seeks Shareholder approval from Shareholders for a change in the Company name from Scimitar Resources Limited to 'Cauldron Energy Limited'.

2.1 Background to Resolution 2

Under Section 157(1) of the Corporations Act, a company must obtain shareholder approval by special resolution to adopt a new name.

Resolution 2 is a special resolution and therefore requires 75% of the votes cast on the Resolution to be cast in favour before the Resolution can be passed.

The Directors believe that this new name more accurately reflects the future direction and operations of the Company.

The name change will take effect when the Australian Securities and Investments Commission effects the change and alters the Company's registration details.

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

GLOSSARY

ASX means ASX Limited (ACN 008 724 791).

General Meeting means the General Meeting of the Company to be held on Monday 18 May 2009.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX and any other rules of the ASX which are applicable while the entity is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the board of Directors.

Company or **Scimitar** means Scimitar Resources Limited (ABN 22 102 912 783).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice means the Notice of Meeting attached to this Explanatory Statement.

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

PROXY FORM

APPOINTMENT OF PROXY
SCIMITAR RESOURCES LIMITED
ABN 22 102 912 783

I/We

being a shareholder of Scimitar Resources Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 at 11.30am WST on Monday, 18 May 2009 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Approval to the Future Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

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.

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.

Signed this day of 2009

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

SCIMITAR RESOURCES LIMITED

ABN 22 102 912 783

Instructions for Completing "Appointment of Proxy" Form

1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a 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 the votes. Where more than one proxy is to be appointed or voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company or you may copy this form.
2. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For a company to rely on the assumptions set out in Section 129(5) and (7) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
7. To vote by proxy, please complete and sign the proxy form enclosed and either:
 - (a) send the proxy form by post to Scimitar Resources Limited, PO Box 1905, Subiaco, Western Australia 6904; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (08) 9388 8042,

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