



27 October 2009

Companies Announcement Office
ASX Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Dear Sir/Madam

NOTICE OF AGM AND EXPLANATORY MEMORANDUM

Please find attached our notice of Annual General Meeting and Explanatory Memorandum which will be dispatched to shareholders by mail today.

Yours faithfully

Sylvania Resources Limited

A handwritten signature in blue ink that reads 'G. Button'.

Grant Button
Director/Joint Company Secretary

SYLVANIA RESOURCES LIMITED

ACN 091 415 968

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Friday, 27th November 2009

Time of Meeting: 12:00pm (WST)

Place of Meeting: Upstairs Function Room
Subiaco Hotel
465 Hay Street (Cnr Rokeby Road)
Subiaco Western Australia 6008

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

SYLVANIA RESOURCES LIMITED
ACN 091 415 968

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Sylvania Resources Limited ACN 091 415 968 ("**Company**") will be held at the Upstairs Function Room, Subiaco Hotel, 465 Hay Street (Cnr Rokeby Road), Subiaco Western Australia 6008 at 12:00pm on Friday, 27 November 2009.

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice of Meeting.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements, the Director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2009.

RESOLUTIONS

1. Adoption of Remuneration Report

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

"That the remuneration report for the Company and its controlled entities for the year ended 30 June 2009 be adopted."

The vote on this resolution is advisory only and does not bind the directors or the Company.
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2. Re-election of Mr Louis Carroll as a Director

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

"That Mr Louis Carroll, who retires by rotation in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

3. Re-election of Mr Grant Button as a Director

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

"That Mr Grant Button, who was appointed as a director of the Company to fill a casual vacancy on 4 May 2009, retires in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "G. Button". The signature is written in a cursive style with a large, looping initial "G".

Grant Button
Company Secretary
DATED: 19 October 2009

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Each Shareholder is entitled to appoint a proxy. A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes to which the Shareholder is entitled.

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

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 deposited at or sent by facsimile transmission to the Company's office, **Sylvania Resources Limited, Unit 2, Level 1, 331 Hay Street, SUBIACO WA 6008, +61 8 9481 5044**, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5:00pm WST on Wednesday, 25 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

SYLVANIA RESOURCES LIMITED
ACN 091 415 968

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the annual general meeting of Shareholders to be held at the Upstairs Function Room, Subiaco Hotel, 465 Hay Street (Cnr Rokeby Road), Subiaco Western Australia 6008 at 12:00pm on Friday, 27 November 2009.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of the Explanatory Memorandum.

Full details of the business to be considered at this Annual General Meeting are set out below.

1. Resolution 1 - Adoption of remuneration report

The remuneration report of the Company for the financial year ended 30 June 2009 is set out on pages 11 to 22 of the Company's 2009 annual report.

Pursuant to the Corporations Act, a resolution that the remuneration report be adopted must be put to vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

2. Resolutions 2 and 3 - Re-election of directors

In accordance with Article 6.3 of the Company's constitution, Mr Grant Button having been appointed by the Board on 4 May 2009 will retire and offers himself for re-election by shareholders.

The remaining Directors recommend to shareholders that Mr Button be re-elected.

Mr Carroll retires in accordance with the Company's rotation policy contained in the Company constitution.

The remaining Directors recommend to shareholders that Mr Carroll be re-elected.

3. Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Memorandum have the following meanings:

"Annual General Meeting" or **"Meeting"** means the annual general meeting of Shareholders to be held at the Upstairs Function Room, Subiaco Hotel, 465 Hay Street (Cnr Rokeby Road), Subiaco Western Australia 6008 at 12:00pm on Friday, 27 November 2009 or any adjournment thereof.

"Board" means the board of Directors.

"Company" and **"Sylvania"** means Sylvania Resources Limited, ACN 091 415 968.

"Corporations Act" means the Corporations Act 2001 (Commonwealth).

"Directors" means the directors of the Company, from time to time.

"Explanatory Memorandum" means this explanatory memorandum.

"Notice of Meeting" means the notice of the Meeting which accompanies the Explanatory Memorandum.

"Resolution" means a resolution in the Notice of Meeting.

"Shareholders" means registered holders of Shares.

"Shares" means fully paid ordinary shares in the capital of the Company.

SYLVANIA RESOURCES LIMITED
ACN 091 415 968

PROXY FORM

Sylvania Resources Limited, Unit 2, Level 1, 331 Hay Street, Subiaco WA 6008, Facsimile +61 8 9481 5044

I/We _____

of address: _____

being a shareholder/(s) of Sylvania Resources Limited ("**Company**") and entitled to

_____ shares in the Company

hereby appoint _____

or failing him/her/it _____

or failing him/her/it the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at the Upstairs Function Room, Subiaco Hotel, 465 Hay Street (Cnr Rokeby Road), Subiaco Western Australia 6008 at 12:00pm on Friday, 27 November 2009 and at any adjournment thereof in respect of _____ of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request where a Shareholder wishes to appoint more than 1 proxy.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his/her/its discretion.

In relation to undirected proxies, the Chairman intends to vote in favour of all of the Resolutions.

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

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

I/we direct my/our proxy to vote as indicated overleaf:

