
AWH CORPORATION LIMITED

ABN 68 076 577 994

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00 am (WST)

DATE: 23 November 2010

PLACE: Level 9
The Quadrant
1 William Street
PERTH WA 6000

This Notice of Meeting 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 (+61 8) 9486 1644.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am (WST) on 23 November 2010 at:

Level 9, The Quadrant, 1 William Street, Perth, WA 6000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) **Post to**
AWH Corporation Limited, PO Box 8136, Subiaco East WA 6008
- (b) **hand delivery to**
Level 9, The Quadrant, 1 William Street, Perth; or
- (c) **facsimile to**
facsimile number +61 8 9327 1778

so that it is received not later than 11.00 am (WST) on 21 November 2010.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 11.00am (WST), on 23 November 2010 at Level 9, The Quadrant, 1 William Street, Perth, WA 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders of the Company at 11.00 am (WST) on 21 November 2010.

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

AGENDA

ORDINARY BUSINESS

ITEM 1 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2010.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR E L (LEE) BOYD

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

“That, for the purpose of clause 73.1 of the Constitution and for all other purposes, Mr Edwin Leith (Lee) Boyd, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 168,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, 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 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.

DATED: 20 OCTOBER 2010

BY ORDER OF THE BOARD

**MR GABRIEL CHIAPPINI
AWH CORPORATION LIMITED
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00 am(WST) on 23 November 2010 at Level 9, The Quadrant, 1 William Street, Perth, WA 6000.

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.

ITEM 1 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the Directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the company for the financial year ending 30 June 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR E L (LEE) BOYD

Clause 73.1 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has three Directors and accordingly Mr Edwin Leith (Lee) Boyd must retire. A Director who retires by rotation under clause 73.1 of the Constitution is eligible for re-election.

Mr Edwin Leith (Lee) Boyd retires by rotation and seeks re-election.

Lee Boyd's qualifications and background

Lee Boyd has extensive executive, financial and directorial expertise across a range of industries including industrial and mining services, corporate services and resources. During the past three years Lee has served as a Director for a number of ASX listed and unlisted public and private companies, including subsidiaries of AWH Corporation Ltd. Lee is a CPA and a Fellow of the Australian Institute of Company Directors.

Directors' Recommendation:

The Directors (other than Lee Boyd) recommend that Shareholders vote in favour of the Resolution.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES

The Company issued 56,000,000 fully paid ordinary shares on 30 June 2010, 49,000,000 on 6 August 2010 and a further 63,000,000 on 16 September 2010 to sophisticated investors. The subscribers pursuant to these issues were not related parties of the Company.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to

conversion to 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 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 168,000,000 Shares were allotted and issued;
 - (b) the issue price was \$0.005 per Share;
 - (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (d) the Shares were allotted and issued to the parties specified below; and
- the funds raised from these issues were used or will be used for working capital purposes and to progress the acquisition of the Project.

ALLOTTEES PURSUANT TO RESOLUTION 3

Resolution 3 refers to ratifying the allotment and issue of 168,000,000 Shares, these shares were issued to the following allottees:

Date	Allottee	Number of Shares	Paid per share
30/06/2010	Richmond Partners Master Limited	36,000,000	\$0.005
30/06/2010	Australian Heritage Group Pty Ltd	20,000,000	\$0.005
6/08/2010	Bentley Capital Limited	12,000,000	\$0.005
6/08/2010	William Percival Reynolds	10,000,000	\$0.005
6/08/2010	Troca Enterprises Pty Ltd	10,000,000	\$0.005
6/08/2010	Michael Andrew Munro	2,000,000	\$0.005
6/08/2010	Jason Barry Kevin Adams	2,000,000	\$0.005
6/08/2010	L + E Fisher Nominees Pty Ltd	10,000,000	\$0.005
6/08/2010	Mario Carreira Nominees Pty Ltd	1,000,000	\$0.005
6/08/2010	Simon Owen Mahar	2,000,000	\$0.005
13/09/2010	Wholesalers (Morley) Pty Ltd	10,000,000	\$0.005
13/09/2010	Eugob Nominees Pty Ltd	5,000,000	\$0.005
13/09/2010	Deering Nominees Pty Ltd	10,000,000	\$0.005
13/09/2010	Two Five Two Pty Ltd	10,000,000	\$0.005
13/09/2010	Worldwide Business Limited	5,000,000	\$0.005
13/09/2010	Les Fong	4,000,000	\$0.005
13/09/2010	Zero Nominees	10,000,000	\$0.005
13/09/2010	Oscearn Pty Ltd	4,000,000	\$0.005
13/09/2010	Black Swan Wholesale a/c	5,000,000	\$0.005
	Total	168,000,000	

ENQUIRIES

Shareholders should contact the Company Secretary on (+ 61 8) 9486 1644 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited, or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Company means AWH Corporation Limited (ABN 68 076 577 994).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Project means the uranium exploration project located in the Yozgat-Sorgun district of Central Anatolia, Turkey and work conducted on the Turkish Uranium Licences.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY
AWH CORPORATION LIMITED
ABN 68 076 577 994

ANNUAL GENERAL MEETING

I/We

of

being a member of AWH Corporation Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 to be held at 11.00 am (WST), on 23 November 2010 at Level 9, The Quadrant, 1 William Street, Perth WA 6000 and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 to 3** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 4 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 3 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 3 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 3.

OR

Voting on Business of the Annual General Meeting

	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 E L (Lee) Boyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3– Approval of share issue for the purpose of ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

AWH CORPORATION LIMITED
ABN 68 076 577 994

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (d) **Post to**
AWH Corporation Limited, PO Box 8136, Subiaco East WA 6008
 - (e) **hand delivery to**
Level 9, The Quadrant, 1 William Street, Perth WA 6000; or
 - (f) **facsimile to**
facsimile number +61 8 9327 1778

so that it is received not later than 11.0 am (WST) on 21 November 2010.

Proxy forms received later than this time will be invalid.