



**CARBINE RESOURCES**  
LIMITED

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**CARBINE RESOURCES LIMITED**

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**NOTICE OF GENERAL MEETING**

**A General Meeting of the Company will be held at 4.30pm (WST) on Monday 15 November 2010, at BDO Chartered Accountants, Ground Floor, 38 Station Street, Subiaco, Western Australia.**

This Notice should be read in its 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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 6142 0980

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# CARBINE RESOURCES LIMITED

ABN 81 122 976 818

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of shareholders of Carbine Resources Limited ("**Company**") will be held at 4.30pm (WST) on Monday 15 November 2010 at BDO Chartered Accountants, Ground Floor, 38 Station Street, Subiaco, Western Australia ("**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on at 5.00pm (WST) on 13 November 2010.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 – Ratification of Placement Shares

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

*"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,500,000 Shares each at an issue price of \$0.40 on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by a person who participated in the Placement and who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, or any associates of such a person.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

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## 2. Resolution 2 –Issue of Placement Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 5,000,000 Shares each at an issue price of \$0,.40 on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by a person who may participate in the Placement and who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, or any associates of such a person.

However, the Company need not disregard a vote if:

- (c) 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
- (d) 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.

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Dated 12 October 2010

By Order of the Board

A handwritten signature in black ink, appearing to read 'Grant Mooney', written in a cursive style.

**Grant Mooney**  
Company Secretary

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# CARBINE RESOURCES LIMITED

ABN 81 122 976 818

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 4.30pm (WST) on Monday 15 November 2010, at BDO Chartered Accountants, Ground Floor, 38 Station Street, Subiaco, Western Australia ("**Meeting**").

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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### 3. Background

On 4 October 2010 the Company announced it had raised \$7 million (before costs) through the placement of 17.5 million Shares at \$0.40 to institutional and sophisticated investors of Patersons (**Placement**).

The Placement comprises two tranches:

- (a) 12,500,000 Shares were issued on 8 October 2010 to institutional and sophisticated investors of Patersons each at an issue price of \$0.40. These Shares were issued pursuant to the Company's 15% capacity under Listing Rule 7.1. The Company is seeking approval to ratify the issue of these Shares in Resolution 1; and
- (b) 5,000,000 Shares to be issued to institutional and sophisticated investors of Patersons each at an issue price of \$0.40. The issue of these Shares is subject to Shareholder approval in Resolution 2.

Following the Placement, the revised capital structure of the Company will be:

<b>Shares</b>	
Number of Shares before the Placement	85,301,436
Number of Shares issued under the Placement	17,500,000
<b>Total</b>	<b>102,801,436</b>

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## **4. Resolution 1 – Ratification of Placement Shares**

### **4.1 General**

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 of 12,500,000 Shares issued under the Placement to institutional and sophisticated investors of Patersons. The Shares were issued on 8 October 2010.

The Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 1 by ratifying the issue of the Shares will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

Resolution 1 is an ordinary resolution.

The Directors recommend that Shareholders vote in favour of Resolution 1.

### **4.2 Specific Information required by Listing Rule 7.5**

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the number of Shares issued by the Company was 12,500,000;
- (b) the Shares were each issued at \$0.40;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing shares on issue;
- (d) the Shares were allotted to institutional and sophisticated investors of Patersons who are not related parties to the Company;
- (e) the proceeds from the issue of Shares will be used for exploration costs at the Madougous Gold Project and to provide general working capital; and
- (f) a voting exclusion statement is included in the Notice.

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## **5. Resolution 2 – Issue of Placement Shares**

### **5.1 General**

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue 5,000,000 Shares to institutional and sophisticated investors of Patersons.

Shareholder approval is being sought for issue of the Shares as the issue of the Shares under the Placement exhausted the 15% placement capacity of the Company to issue securities without the approval of Shareholders.

Resolution 2 is an ordinary resolution.

The Directors recommend that Shareholders vote in favour of Resolution 2.

### **5.2 Specific Information Required by ASX Listing Rule 7.3**

For the purposes of Shareholder approval of the issue of the Shares and the requirements of Listing Rule 10.13, information is provided as follows:

- (a) the maximum number of Shares the Company can issue under this Resolution 2 is 5,000,000;
- (b) the Company will issue and allot the Shares no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow);
- (c) the Shares will each be allotted at an issue price of \$0.40;
- (d) the Shares will be allotted to institutional and sophisticated investors of Patersons who are not related parties to the Company;
- (e) the Shares to be issued are ordinary shares and rank equally with the Company's existing listed shares;
- (f) the proceeds from the issue of the Shares will be used for exploration costs at the Madougous Gold Project and to provide general working capital;
- (g) the issue of Shares will occur progressively; and
- (h) a voting exclusion statement is included in the Notice.

## Schedule 1 - Definitions

In this Explanatory Memorandum and Notice:

"**ASIC**" means the Australian Securities and Investments Commission.

"**ASX**" means the ASX Limited and where the context permits the Australian Securities Exchange operated by the ASX.

"**Board**" means the board of Directors.

"**Company**" means Carbine Resources Limited ABN 81 122 976 818.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Director**" means a director of the Company.

"**Explanatory Memorandum**" means the explanatory memorandum to the Notice.

"**Listing Rules**" means the listing rules of ASX.

"**Meeting**" has the meaning given in the introductory paragraph of the Notice.

"**Madougous Gold Project**" means the Company's gold mine located in Burkina Faso, West Africa.

"**Notice**" means this notice of meeting.

"**Patersons**" means Patersons Securities Limited ABN 69 008 896 311.

"**Placement**" has the meaning in section 3 of the Explanatory Memorandum.

"**Proxy Form**" means the proxy form attached to the Notice.

"**Resolution**" means a resolution contained in this Notice.

"**Schedule**" means a schedule to this Notice.

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

"**Shareholder**" means a shareholder of the Company.

"**WST**" means Western Standard Time, being the time in Perth, Western Australia.