

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Rawson Resources Limited ABN 69 082 752 985 (*Company*) will be held at the office of Bell Potter, Level 33, 225 George Street Sydney NSW 2000, commencing at 11.00 am Sydney time on Friday 19th November 2010.

ITEMS OF BUSINESS

ACCOUNTS AND REPORTS

To receive and consider the financial statements and reports of the Company for the year ended 30th June 2010.

The statutory annual report is available for members to access and download from the Company's web-site <http://www.rawsonresources.com/>. If you would like to receive a hard copy of the statutory annual report free of charge you can contact Rawson Resources Limited by telephoning + 61 2 9255 7428.

RESOLUTION 1 – REMUNERATION REPORT

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

“That the Company adopt the Remuneration Report for the financial year ended 30 June 2010.”

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.

RESOLUTION 2 - RE-ELECTION OF JOHN ROBERT CONOLLY

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

“That, in accordance with the Constitution, John Robert Conolly, a director retiring from office and eligible to be re-elected, be and is hereby re-elected as a director of the Company.”

Dr Conolly has consented to be re-elected a director of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Dr Conolly.

RAWSON RESOURCES LIMITED

VOTING RIGHTS AND PROXIES

- (1) A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- (2) This appointment may specify the proportion or number of votes that the proxy may exercise.
- (3) The proxy need not be a member of the Company.
- (4) A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

Proxies must be:

- (1) lodged at the registered office of the Company, Suite 2, 163 Burns Bay Road, Lane Cove NSW 2066; or
- (2) received at the fax number specified below; and

not later than 48 hours before the meeting, that is by 11:00 am on Wednesday 17th November 2010.

Proxies may be lodged by facsimile (fax number +612 9427-1236).

Date: Wednesday, 13th October 2010

By order of the Board of Rawson Resources Limited

Ian Morgan
Company Secretary

PROXY FORM

I/We, _____ being a member/s of Rawson Resources Limited ABN 69 082 752 985 (Company) hereby appoint _____
 _____ (name) of or failing him or her the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at the office of Bell Potter, Level 33, 225 George Street Sydney NSW 2000, commencing at 11.00 am Sydney time on Friday 19th November 2010, and at any adjournment of that meeting.

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

This proxy is to be used in respect of all / _____% (number) of the Ordinary Shares I / we hold.

If you wish to indicate how your proxy is to vote, please place an "X" in the appropriate box, beside each resolution, below. If no indication is given on a resolution, the proxy may abstain or vote at his / her discretion. Proxies lodged in favour of the Chairman which do not include a vote will be used to vote in favour of the resolutions.

I / We instruct my/our proxy to vote as follows (the resolutions are numbered as in the Notice of Annual General Meeting):

| | For | Against | Abstain |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| To consider and, if thought fit, to pass, with or without amendment, the following resolutions as ordinary resolutions: Resolution 1: <i>To adopt the Remuneration Report</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2: <i>To re-elect JR Conolly as a Director of the Company.</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Dated: _____ 2010

Individuals and joint holders

| |
|-----------|
| Signature |
| Signature |

Companies (affix common seal if appropriate)

| |
|----------------------------|
| Director |
| Director/Company Secretary |

Instructions for Completing Proxy Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint a proxy to attend and vote on behalf of that member.
2. A duly appointed proxy need not be a member of the Company. This form should be signed by the member. If a joint holding, either member may sign. If signed by the member's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the member's constitution and the Corporations Act 2001.
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 2001. Section 127 of the Corporations Act 2001 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.
4. For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act 2001, 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.
5. 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.
6. 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 send the proxy form by:
 - post to Rawson Resources Limited, Suite 2, 163 Burns Bay Road Lane Cove NSW 2066; or
 - facsimile to Rawson Resources Limited on facsimile number +612 9427-1236, so that it is received not later than 11.00 am Wednesday 17th November 2010, Sydney time.

Proxy forms received later than this time will be invalid.

8. Chapter 2C of the Corporations Act 2001 requires information about you as a member (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on this form

APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

_____ (ABN/ACN/ARBN _____)
(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*) 1.To act as the Company's representative at all General Meetings of Rawson Resources Limited (ABN 69 082 752 985)
- (*)2.To act as the Company's Representative at the Annual General Meeting to be held commencing 11 am Friday 19th November 2010 and any adjournment thereof.

Dated this _____ day of _____ 2010

Executed by the corporation in accordance with its Constitution/Section 127 of the Corporations Act 2001 in the presence of:

(*) Director

(*) Sole Director & Sole Secretary

(*) Director/Secretary

Affix Common Seal here (optional)

() Delete if not applicable*

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of Annual General Meeting which this appointment accompanies or handed in at the Annual General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.