



AUSTRALIA  
ORIENTAL  
MINERALS

**AUSTRALIA ORIENTAL MINERALS NL**  
**NOTICE OF ANNUAL GENERAL MEETING 2011**

Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to the Annual General Meeting of the members of Australia Oriental Minerals NL.

The meeting will be held at Suite 4 Level 9, 341 George Street, Sydney on Friday 27 May 2011, commencing at 10:00 am (EST).

The formal Notice of Meeting is attached. Please read this carefully.

Your Directors are unanimously of the opinion that the resolutions to be proposed at the Annual General Meeting are in the best interests of shareholders of the Company. Accordingly, they recommend you vote in favour of the resolutions set out in the Notice of Meeting.

Yours Faithfully,

PJD Elliott  
Chairman  
21 April 2011



# NOTICE OF ANNUAL GENERAL MEETING 2011

The Annual General Meeting of Australia Oriental Minerals NL will be held at the Suite 4 Level 9, 341 George Street, Sydney on Friday 27<sup>th</sup> May 2011 commencing at 10:00 am (EST)

## A G E N D A

### **BUSINESS**

#### **Consideration**

#### **Annual Report**

To table and consider the Annual Report of the Company for the year ended 31 December 2010, which includes the financial report, directors' report in relation to that year and the auditor's report in the financial report.

#### **Resolution 1 - Re-appointment of Director**

To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Patrick Elliott retires in accordance with Clause 13.2 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director."

#### **Resolution 2 - Re-appointment of Director**

To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Geoffrey Andrews retires in accordance with Clause 13.2 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director."

#### **Resolution 3 - Re-appointment of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 14.4 of the ASX Listing Rules and Section 201H(3) of the Corporations Act, Mr Andrew Bursill, being a director of the Company who retires in accordance with Clause 13.5 of the Constitution, and being eligible, be re-elected as a Director of the Company."

#### **Resolution 4 - Remuneration Report**

To consider, and if thought fit, pass the following ordinary resolution:

“That the Company’s Remuneration Report for the year ended 31 December 2010 be adopted.”

#### **Voting Exclusion Statement**

According to the Listing Rules of the Australian Securities Exchange, the Company will disregard any votes cast on:

- Resolution 1 Not applicable
- Resolution 2 Not applicable
- Resolution 3 Not applicable
- Resolution 4 Not applicable

However, the Company will not disregard a vote if it is cast by:

- a person who is a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

It is the Chairman’s intention to vote open proxies in favour of all Resolutions.

#### **Explanatory Notes**

Attached to and forming part of this Notice of Meeting are the Explanatory Notes which provide shareholders with background information and further details on the resolutions to be considered at the meeting, in accordance with the Listing Rules of the Australian Securities Exchange Limited.

By Order of the Board



**AW BURSILL**  
**COMPANY SECRETARY**  
21 April 2011

## NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Australia Oriental Minerals NL  
C/- Franks & Associates Pty Ltd  
Suite 4, Level 9  
341 George Street  
SYDNEY NSW 2000

Fax: (612) 9299 9629

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. For the purposes of the Annual General Meeting, persons on the register of members as at 10:00am (EST) on Wednesday 25 May 2011 will be treated as shareholders. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

## **NOTICE OF ANNUAL GENERAL MEETING (Continued)**

### **EXPLANATORY NOTES:**

These explanatory notes form part of the Notice of Annual General Meeting (“Notice”) of Australia Oriental Minerals NL (the “Company”) to be held at the Suite 4 Level 9, 341 George Street, Sydney on 27 May 2011 commencing at 10:00 am (EST).

### **Consideration of Financial Report**

The Financial Report for the year ended 31 December 2010 is set out in the Company’s 2010 Annual Report.

In accordance with the Corporation Act 2001, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company’s auditor will be present and will answer qualifying questions.

#### *Written questions for the auditor*

*If you would like to submit a written question to the Company’s auditor, please post your question to the Company Secretary or fax it to (612) 9299 9629. Written questions must relate to the content of the auditor’s report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.*

**Please note that all questions must be received at least five business days before the Annual General Meeting that is by no later than 10:00am (EST) on Friday 20 May 2011.**

### **Resolution 1 – Re-appointment of Director**

Mr Patrick Elliott submits himself for re-election as a Director of the Company in accordance with Clause 13.2 of the Company’s Constitution requiring the rotation of one-third of Directors each year, with the longest serving Directors submitted for re-election.

Mr Elliott holds Bachelor of Commerce and Master of Business Administration degrees. He has over 30 years of experience in investment, financial and industrial management having previously been with Consolidated Goldfields Australia Limited, Morgan Grenfell Australia and Natcorp Investments Limited. He is also a director of several other Australian public companies involved in resources development. Mr Elliott was appointed to the Board on 9 November 1998.

## **Resolution 2 – Re-appointment of Director**

Mr Geoffrey Andrews submits himself for re-election as a Director of the Company in accordance with Clause 13.2 of the Company's Constitution requiring the rotation of one-third of Directors each year, with the longest serving Directors submitted for re-election.

Mr Andrews holds a Bachelor of Engineering degree in Mining Engineering from the University of New South Wales. He has 40 years' experience in exploration and project planning, evaluation and development in Australian coal, minerals and petroleum industries as well in strategic and business planning, commercial and regulatory matters.

He has held executive positions with Esso Australia Limited and Exxon Coal and Minerals Australia Limited and is presently Director and Principal of Andrews Consulting Group, a specialist consultant to the coal and minerals industry and their service suppliers. Mr Andrews was appointed to the Board on 28 January 2009.

## **Resolution 3 – Re-appointment of a Director**

Mr Andrew Bursill was appointed a Director of the Company on 18 June 2010 pursuant to Article 13.5 of the Company's Constitution.

Article 13.5 of the Company's Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not any time exceed the maximum number determined in accordance with this Constitution. Any Director so appointed holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

The applicable provision of ASX Listing Rule 14.4 states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Section 201H(3) of the Corporations Act also provides that if a person is appointed by the other directors as a director of a public company, the company must confirm that person's appointment at the company's next annual general meeting - otherwise that person will cease to be a director at the end of that annual general meeting.

In accordance with the terms of his appointment, ASX Listing Rule 14.4 and Section 201H(3) of the Corporations Act, Mr Bursill only holds office until the end of the next general meeting of the Company – namely the Annual General Meeting. Mr Bursill, being eligible for re-election, now seeks re-election as a Director of the Company.



In addition to his appointment as Non-Executive Director Mr Bursill is also the Company Secretary, having been appointed in 2004. Mr Bursill is a Chartered Accountant with more than 10 years' experience as a Director and Company Secretary of numerous publicly listed entities.

In addition to his appointment at Australia Oriental Minerals NL, Mr Bursill is currently a Director and Company Secretary of Argonaut Resources NL and Company Secretary of Aguia Resources Limited, Kibaran Nickel Limited, MOKO.mobi Limited and Site Group International Limited and several other unlisted public and private companies.

#### **Resolution 4 – Remuneration Report**

As required under the Corporation Act 2001, listed companies are required to provide enhanced disclosures of directors and remuneration in the Company's Annual Report.

The company is now required to propose to its shareholders at its AGM a non-binding advisory resolution on the Remuneration Report prepared by the Directors, and to allow questions and comments on this Remuneration Report by shareholders.



FOR ALL ENQUIRIES CALL:  
+61 2 9299 9690

FACSIMILE  
+61 2 9299 9629

ALL CORRESPONDENCE TO:  
Australia Oriental Minerals NL  
c/- Franks & Associates P/L  
Suite 4, Level 9 341 George Street  
Sydney NSW 2000  
Australia



**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00 am (EST) WEDNESDAY 25th MAY 2011

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### STEP 3 Sign the Form

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting by **10.00 am (EST) on Wednesday 25<sup>th</sup> May 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged :

**BY MAIL** - Australia Oriental Minerals NL  
c/- Franks & Associates P/L  
Suite 4, Level 9 341 George Street  
Sydney NSW 2000  
Australia

**BY FAX** - + 61 2 9299 9629

**IN PERSON** - Australia Oriental Minerals NL  
c/- Franks & Associates P/L  
Suite 4, Level 9 341 George Street  
Sydney NSW 2000  
Australia

### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



# AUSTRALIA ORIENTAL MINERALS NL

## STEP 1 - Appointment of Proxy

I/We being a member/s of **Australia Oriental Minerals NL** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Australia Oriental Minerals NL to be held at Suite 4, Level 9, 341 George Street, Sydney, NSW 2000 on Friday the 27th of May 2011 at 10.00 am (EST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

## STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Re-appointment of Director, Mr Patrick Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-appointment of Director, Mr Geoffrey Andrews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-appointment of Director, Mr Andrew Bursill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adopt Remuneration Report for 31 December 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*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 votes will not be counted in computing the required majority on a poll.

## STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / / 2011