

# ASX ANNOUNCEMENT

**3 NOVEMBER 2011**

Phillips River Mining NL  
ABN 61 004 287 790

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WEST PERTH WA 6005

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## CONTACT

Jason Stirbinskis  
Managing Director

## WEBSITE

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## ASX CODE

PRH



# Phillips River

## ANNUAL GENERAL MEETING AMENDMENT

Phillips River Mining enclose an amended Notice of Meeting for the Annual General Meeting of the Company to be held at 10am WST on 21 November 2011 (Notice of Meeting).

The Notice of Meeting contains an amended voting exclusion statement in relation to Resolution 4.

For further information contact:

Graham Anderson – Joint Company Secretary

+618 6254 3900



## ABOUT PHILLIPS RIVER

Phillips River Mining NL (“Phillips River”) has highly prospective and considerable holdings in Western Australia’s southern region near Ravensthorpe, about 180kms from the sea port of Esperance.

<b>DFS OUTPUTS - Announced 11/2/11</b>	
Capital cost	\$133m
Total Revenue	\$1.05b
Life of Mine (LOM)	10 years
Gross operating cost LOM	\$589m
Cashflow before tax over LOM	\$224m
NPV (8%)	\$72.4m
IRR pretax	26%
IRR after tax and gearing	22.40%
Payback	5 years
Development time	15 months

The Phillips River Project is the company’s flagship project and consists of 4 mines containing gold, copper, silver, zinc and lead mineralisation and a ~1Mtpa processing facility. The company is targeting construction in 2012 and production in 2013. Based on current studies, the Company expects the Phillips River Project to generate ~AUD\$1 Billion in revenue through gold dore and copper and base metal concentrates sales. The Company is confident that operating life will extend well beyond the initial 10 years given that mines comprising the project remain open at depth and the Company has a very significant (~2500km<sup>2</sup>) and prospective portfolio in the area.

<b>PHILLIPS RIVER PROJECT RESERVE – Announced 11/2/11</b>							
<b>Mine</b>	<b>Classification</b>	<b>Mt</b>	<b>Au (g/t)</b>	<b>Ag (g/t)</b>	<b>Cu (%)</b>	<b>Pb (%)</b>	<b>Zn (%)</b>
Trilogy Pit	Proved	0.3	2.2	45	0.4	0.2	0
Trilogy Pit	Probable	4.04	0.8	57	1.1	2.7	1.6
Trilogy U/G	Probable	0.28	1	26	1.3	1.9	1.8
<b>Subtotal Trilogy Ore Reserve</b>		<b>4.63</b>	<b>0.9</b>	<b>55</b>	<b>1.1</b>	<b>2.5</b>	<b>1.5</b>
Flag Pit	Probable	0.21	4	3.5	0.5		
Harbour View Pit	Probable	0.2	3.2	1.5	0.38		
Kaolin Pit	Probable	1.27	2.8	1.7	0.18		
Flag U/G	Probable	0.24	5	3.5	0.45		
Harbourview U/G	Probable	0.75	3.5	4	0.68		
Kaolin U/G	Probable	0.14	4.4	3.2	0.28		
<b>Subtotal Kundip Ore Reserve</b>		<b>2.81</b>	<b>3.4</b>	<b>2.7</b>	<b>0.38</b>	<b>0</b>	<b>0</b>
Subtotal Proved	Proved	0.3	2.2	45	0.35	0.15	0.01
Subtotal Probable	Probable	7.13	1.8	35	0.82	1.62	0.97
<b>Total PRP Ore Reserve</b>		<b>7.44</b>	<b>1.8</b>	<b>35</b>	<b>0.8</b>	<b>1.56</b>	<b>0.93</b>

GLOBAL RESOURCE TABLE: September 2011							
GOLD AND COPPER RESOURCE TABLE: KUNDIP PROJECT AND OTHERS*							
CATEGORY		Mt	Au	Ag	Cu	Pb	Zn
			(g/t)	(g/t)	(%)	(%)	(%)
MEASURED		0.00	0.00	0.0	0.0		
INDICATED		4.39	3.41	2.5	0.4		
INFERRED		4.55	2.10	2.1	0.3		
<b>SUB TOTAL</b>		<b>8.94</b>	<b>2.74</b>	<b>2.3</b>	<b>0.3</b>		
BASE METAL RESOURCE TABLE: TRILOGY PROJECT**							
MEASURED		0.31	2.4	41	0.3	0.1	0.0
INDICATED		5.75	0.7	48	1.1	2.1	1.3
INFERRED		0.18	0.6	12	0.8	0.2	0.2
<b>SUB TOTAL</b>		<b>6.24</b>	<b>0.82</b>	<b>47</b>	<b>1.0</b>	<b>2.0</b>	<b>1.2</b>
GLOBAL RESOURCE TABLE: GRADE							
MEASURED		0.31	2.4	41.2	0.3	0.1	0.0
INDICATED		10.14	1.9	28.3	0.8	1.2	0.7
INFERRED		4.74	2.0	2.5	0.3	0.0	0.0
<b>GRAND TOTAL</b>		<b>15.19</b>	<b>1.95</b>	<b>20.5</b>	<b>0.6</b>	<b>0.8</b>	<b>0.5</b>
GLOBAL RESOURCE TABLE: CONTAINED METAL							
		Mt	M Oz	M Oz	t (000)	t (000)	t (000)
MEASURED		0.31	0.02	0.41	0.9	0.4	0.0
INDICATED		10.14	0.62	9.21	78.1	122.5	73.9
INFERRED		4.74	0.31	0.39	16.2	0.3	0.3
<b>GRAND TOTAL</b>		<b>15.19</b>	<b>0.95</b>	<b>10.01</b>	<b>95.3</b>	<b>123.3</b>	<b>74.3</b>

Table 4: Phillips River Mining – Global Resource

\*- Based on wire-framing to drill holes on a 1.0g/t Au cut-off for shallow resource, and 3.0g/t Au. for deeper mineralisation, and reporting to a 1g/t Au cut-off.

\*\* -Based on wire-framing to drill holes on a 0.5% Cu equivalent cut-off and reporting to a 1% Cu equivalent cut-off.

Oxide Cu eq. = (Au ppm \* 9775)+(Ag ppm \* 150.4) +(Cu ppm):

Sulphide Cu eq. = (Au ppm \*4720)+(Ag ppm \* 75.5)+(Cu ppm)+(Pb ppm \* 0.2384) + (Zn ppm \* 0.1925)

### Competent Person's Statement

The information in this report that relates to Exploration Results, and information in this Ore Reserve statement that relates to Mineral Resource estimates defined as part of the June 2010 Mineral Resource are based on information compiled by Mr Bruce Armstrong, who is a Member of The Australasian Institute of Geoscientists. Mr Armstrong is a full time employee of Phillips River Mining, and has sufficient experience which is relevant to the style of mineralisation under consideration to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

The information in this Ore Reserve statement that relates to Ore Reserve estimates is based on information compiled by Mr Geoff Davidson, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Davidson is a Principal Consultant and Director of Mining and Cost Engineering Pty Ltd and has sufficient relevant experience to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

The Competent Persons have consented to the inclusion in the report of the matters based on their information in the form and context in which it appears.

This announcement contains certain statements which may constitute "forward-looking statements". Such statements are only predictions and are subject to inherent risks and uncertainties which could cause actual values, results, performance achievements to differ materially from those expressed, implied or projected in any forward-looking statements. No representation or warranty, express or implied, is made by Phillips River Mining that the material contained in this presentation will be achieved or prove to be correct

**PHILLIPS RIVER MINING LIMITED**  
**ACN 004 287 790**

**Notice of Annual General Meeting,  
Explanatory Statement  
and Proxy Form**

**TIME:** 10:00 am WST

**DATE:** 21 November 2011

**PLACE:** CWA House, 1176 Hay Street, West Perth, Western Australia

This Notice of Annual General Meeting and Explanatory Statement 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 without delay.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (08) 6254 3900.

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am WST on **21 November 2011** at:

**CWA House, 1176 Hay Street, West Perth, Western Australia.**

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

To vote in person, attend the 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) delivery to 1<sup>st</sup> Floor, 1315 Hay Street, West Perth, Western Australia 6005; or
- (b) post to PO Box 871, West Perth, Western Australia 6872; or
- (c) facsimile to the Company Secretary on facsimile number +61 (08) 6254 3999,

so that it is received not later than 10:00 am WST on **19 November 2011**.

**Proxy Forms received later than this time will be invalid.**

**ENTITLEMENT TO ATTEND AND VOTE**

The Company may specify a time, not more than 48 hours before the meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company’s Directors have determined that all Shares of the Company that are quoted on ASX at 10:00 am WST on **19 November 2011** shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

## NOTICE OF MEETING

Notice is given that the Annual General Meeting of PHILLIPS RIVER MINING LIMITED (**Company**) will be held at CWA House, 1176 Hay Street, West Perth, Western Australia on 21 November 2011 commencing at 10:00 am WST.

### AGENDA

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#### 1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That, for the purposes of Section 250R(2) of the Corporations Act, the remuneration report forming part of the Company’s 2011 Annual Report, which is available at [www.phillipsriver.com.au](http://www.phillipsriver.com.au), be adopted.”*

##### Voting Exclusion

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel listed in the Remuneration Report (KMP) or a KMP’s closely related party. However the Company need not disregard a vote if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) it is cast by the person chairing the meeting as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution

Closely related party is defined in the Corporations Act 2001 (Cth) (Corporations Act) and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.*

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#### 2 RESOLUTION 2 – RE-ELECTION OF MR HAMISH BOHANNAN AS A DIRECTOR

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

*“That, Mr Hamish Bohannan, being a Director of the Company, who retires by rotation in accordance with clause 13.2 of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company.”*

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#### 3 RESOLUTION 3 – RE-ELECTION OF MR ANDREW ELLISON AS A DIRECTOR

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

*“That, Mr Andrew Ellison, being a Director of the Company, who retires in accordance with clause 13.5 of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company.”*

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#### **4 RESOLUTION 4 – RATIFICATION OF PREVIOUS SECURITIES ISSUE**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 57,692 Shares to the parties, on the date and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”*

##### **Voting Exclusions**

Listing Rule 7.1 and 7.5, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

The entity will disregard any votes cast on a resolution by:

- *The person excluded from voting; and*
- *An associate of that person.*

However, the entity need not disregard a vote if;

- *It is cast by a person 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.*

##### **EXPLANATORY STATEMENT**

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

##### **BY ORDER OF THE BOARD OF DIRECTORS**

Graham Douglas Anderson  
Company Secretary  
PHILLIPS RIVER MINING LIMITED  
14 October 2011

## **PROXY**

A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of the member. The proxy need not be a member of Phillips River Mining Limited. Proxy Forms must be lodged at the Registered Office of Phillips River Mining Limited at 1<sup>st</sup> Floor, 1315 Hay Street, West Perth, Western Australia 6005, (PO Box 871, West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number (08) 6254 3999 not later than 48 hours before the time of the meeting.

For the determination of voting entitlements, the Directors have determined that the numbers of shares registered in the names of each member 48 hours prior to the time of the meeting will be taken, for the purposes of the meeting, to be held by the person who held them at that time.

A Proxy Form accompanies this Notice of Meeting.

## **NOTES TO THE PROXY FORM**

Pursuant to the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares 48 hours prior to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notarially certified copy thereof) must be deposited at the Registered Office of the Company at Phillips River Mining Limited at 1<sup>st</sup> Floor, 1315 Hay Street, West Perth, Western Australia 6005, (PO Box 871, West Perth, Western Australia 6872) at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the Corporations Act 2001) by a corporation which is a member of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. The facsimile number to which a Proxy Form may be sent is (08) 6254 3999.

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

New sections 250BB and 250BC of the Corporations Act 2001 came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## **Corporate Representation**

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that



proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or otherwise in accordance with the Corporations Act 2001 or under power of attorney which must be produced with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.

**Important information in respect of proxy voting on Resolution 1 (Remuneration Report)**

The key management personnel (KMP) (including the Chairman of the meeting) of the Company and their closely related parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote. If you intend to appoint a member of the KMP or their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the boxes for Resolution 1 (ie by directing him to vote 'for', 'against' or 'abstain').

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business, including in relation to Resolution 1.

Please note that if the Chairman is your proxy and you do not provide a direction (or if your direction is to abstain from voting) the Chairman of the meeting will not be able to cast your votes and your votes will not be counted in computing the required majority on a poll.

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at CWA House, 1176 Hay Street, West Perth, Western Australia on 21 November 2011 commencing at 10:00 am WST.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the glossary.

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### ORDINARY BUSINESS

#### Annual Financial Report

The Annual Report 2011 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2011) is available for review by members at [www.phillipsriver.com.au](http://www.phillipsriver.com.au) and will be tabled at the Meeting. There is no formal resolution to accept the financial statements and reports, but provision will be made for members to question the Directors and the Auditor should they wish to do so.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2011 which is available on the ASX platform at [www.asx.com.au](http://www.asx.com.au);
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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### 1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Board submits its Remuneration Report for the year ended 30 June 2011 to shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out on pages 19 to 25 of the 2011 Annual Report. This report can also be found on the Company's website at [www.phillipsriver.com.au](http://www.phillipsriver.com.au). The report:

- explains the Company's remuneration principles relating to the nature and amount of the remuneration of directors, senior managers and other group executives of the Company;
- discusses the relationship between such principles and the Company's performance; and

- sets out remuneration details for each director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on the Remuneration Report is advisory only and will not bind the Company, however the Board places importance on the outcome of the vote and will take it into account when considering the Company's remuneration policy.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

The Board of Directors unanimously recommends that shareholders vote in favour of the adoption of the remuneration report.

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## **2 RESOLUTION 2 – RE-ELECTION OF MR HAMISH BOHANNAN AS A DIRECTOR**

### **2.1 Background**

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each Annual General Meeting of the Company.

Mr Bohannan therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the Meeting.

### **2.2 Board recommendation**

The Board of Directors, with Mr Bohannan abstaining, recommends that members vote to approve this Resolution.

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## **3 RESOLUTION 3 – RE-ELECTION OF MR ANDREW ELLISON AS A DIRECTOR**

### **3.1 Background**

The Constitution of the Company requires that any Director appointed since the last Annual General Meeting must retire at the next Annual General Meeting of the Company.

Mr Ellison therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the Meeting.

### **3.2 Board Recommendation**

The Board of Directors, with Mr Ellison abstaining, recommends that members vote to approve this Resolution.

## **4 RESOLUTION 4 – RATIFICATION OF PREVIOUS SECURITIES ISSUE**

### **4.1 Background**

The Company has, since obtaining previous Shareholder approval to ratify securities issues, issued the following Shares without Shareholder approval:

<b>Date of Issue</b>	<b>Allottee</b>	<b>Terms</b>	<b>Number of Securities</b>
30 August 2011	Mr & Mrs R D Walker in exchange for the name "Phillips River Mining Pty Ltd"	Shares issued at \$0.052 a share	57,692 (Pre-consolidated)
		<b>TOTAL</b>	<b>57,692</b>

### **4.2 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue securities if the securities will in themselves or when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 4, the Company seeks from Shareholders approval for, and ratification of, the issue of the Shares set out above so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities in the next 12 months.

Details of the securities issued for which approval and ratification is sought under Resolution 4 are set out in the table above. They comprise 0.01% of the Company's issued capital.

### **4.3 Information required by Listing Rule 7.5**

ASX Listing Rule 7.5 requires the following information to be given to Shareholders:

- (a) a total of 57,692 Shares (Pre-Consolidated) were allotted;
- (b) the Shares were issued for \$0.052 per Share;
- (c) the allottees of the Shares were not related parties of the Company at the time of such placements;
- (d) the Shares were issued as consideration for exchange of the name "Phillips River Mining Pty Ltd"; and
- (e) the Shares were issued on the same terms and conditions of the ordinary, fully paid up class of shares in the Company.

### **4.4 Board Recommendation**

The Board believes that the ratification of these issues is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

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## GLOSSARY

<b><i>\$ or A\$</i></b>	Australian dollars unless otherwise specified.
<b><i>ASIC</i></b>	The Australian Securities and Investments Commission.
<b><i>ASX</i></b>	ASX Limited or the market operated by that entity.
<b><i>Board</i></b>	the Board of Directors of the Company.
<b><i>Chairman</i></b>	the Chairman of the Company's meetings of Shareholders as appointed in accordance with the Company's constitution from time to time.
<b><i>Company</i></b>	PHILLIPS RIVER MINING LIMITED ACN 004 287 790.
<b><i>Corporations Act</i></b>	the <i>Corporations Act 2001</i> (Cth).
<b><i>Director</i></b>	director of the Company.
<b><i>Explanatory Statement</i></b>	the explanatory statement that accompanies this Notice of Meeting.
<b><i>Listing Rules</i></b>	the Listing Rules of the ASX.
<b><i>Meeting or General Meeting</i></b>	the meeting convened by the Notice of Meeting.
<b><i>Notice or Notice of Meeting</i></b>	this Notice of Meeting.
<b><i>Proxy Form</i></b>	the proxy form accompanying the Notice of Meeting.
<b><i>Resolution</i></b>	a resolution set out in the Notice of Meeting.
<b><i>Share</i></b>	fully paid ordinary share in the capital of the Company.
<b><i>Shareholder</i></b>	holder of a Share in the Company.
<b><i>Shareholding</i></b>	the aggregate of Shares held by a Shareholder.
<b><i>WST</i></b>	Western Standard Time.

**PHILLIPS RIVER MINING LIMITED**  
**ABN 61 004 287 790**  
**PROXY FORM**

**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Email Address: .....

Contact Name (if different from above): .....

**Step 1: Appointment of Proxy**

I/We being a shareholder/s of Phillips River Mining Limited and entitled to attend and vote hereby appoint

The Chairman  
of the meeting  
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting 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) at the Annual General Meeting of Phillips River Mining Limited to be held at The CWA House, 1176 Hay Street, West Perth 6005, WA on 21 November 2011 at 10.00am WST and at any adjournment of that meeting.

**Important for Resolution 1: If the Chairman of the Meeting is your proxy or is appointed as your proxy by default**

If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a closely related party of a member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chairman, another member of the Key Management Personnel of the Company or a closely related party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Resolutions 2, 3, and 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 2, 3, and 4 and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 2, 3, and 4 and your votes will not be counted in computing the required majority if a poll is called on this Item.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 2, 3, and 4 and will not cast undirected votes on Resolution 1.

**Step 2: Voting directions to your proxy – please mark  to indicate your directions**

**Ordinary Business**

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Hamish Bohannon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Andrew Ellison as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous securities issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>OR</b>	If you do NOT wish to direct your Proxy how to vote			<input type="checkbox"/>

\*If you mark the Abstain box for a particular Resolution, 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.

\*Appointment of a second proxy (see instructions attached).

\*If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

**PLEASE SIGN HERE This section must be signed in accordance with the instructions attached to enable your directions to be implemented**

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

## **How to complete this Proxy Form**

### **Your Name and Address**

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

### **Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. 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 shareholder of the company.

### **Votes on Resolutions**

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

### **Appointment of a Second Proxy**

You are entitled to appoint up to two persons as 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 on 08 6254 3900 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### **Signing Instructions**

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of General Meeting or may be obtained from the company's share registry.

### **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 11.00am on 19 November 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the company's registered office at 1st Floor, 1315 Hay Street, West Perth, Western Australia 6005, (PO Box 871, West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number (08) 6254 3999.

**CORPORATE REPRESENTATIVE FORM**

**Shareholder Details**

This is to certify that by a resolution of the Directors of:

..... (**Company**),  
Insert name of shareholder company

the Company has appointed:

.....,  
Insert name of corporate representative

in accordance with the provisions of section 250D of the *Corporations Act 2001*, to act as the body corporate representative of that company at the meeting of the members of PHILLIPS RIVER MINING LIMITED to be held on 21 November 2011 and at any adjournments of that meeting.

DATED ..... 2011

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**Please sign here**

Executed by the Company )  
in accordance with its constituent documents )  
)

.....  
Signed by authorised representative

.....  
Signed by authorised representative

.....  
Name of authorised representative (print)

.....  
Name of authorised representative (print)

.....  
Position of authorised representative (print)

.....  
Position of authorised representative (print)

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**Instructions for Completion**

- Insert name of appointer Company and the name or position of the appointee (eg “John Smith” or “each director of the Company”).
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
- Insert the date of execution where indicated.
- Send or deliver the Certificate to the registered office of PHILLIPS RIVER MINING LIMITED at 1st Floor, 1315 Hay Street, West Perth, Western Australia 6005, (PO Box 871, West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number (08) 6254 3999.