
SCANDINAVIAN RESOURCES LTD

ACN 132 035 842

NOTICE OF GENERAL MEETING

TIME: 9.30am (WST)

DATE: Thursday, 8 September 2011

PLACE: Scandinavian Resources Ltd
Ground Floor
28 Ord Street
WEST PERTH WA 6005

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) 9324 1153.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The general meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.30am (WST) on Thursday, 8 September 2011 at:

The offices of Scandinavian Resources Limited:
Ground Floor
28 Ord Street
WEST PERTH WA 6005

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 to the Company by:

- (a) post to Scandinavian Resources Ltd, PO Box 1668, West Perth, WA 6872; or
- (b) facsimile to Scandinavian Resources Ltd facsimile number +61 (8) 9324 3366; or
- (c) email to the Company at michaelc@scandinavianresources.com

so that it is received no later than 9.30am (WST) on Tuesday, 6 September 2011.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the general meeting of Shareholders will be held at 9.30am (WST) on Thursday, 8 September 2011 at the offices of Scandinavian Resources Limited, Ground Floor, 28 Ord Street, West Perth, WA 6005.

The Explanatory Statement provides additional information on matters to be considered at the 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 General Meeting are those who are registered Shareholders of the Company at 5.00pm (Perth time) on 6 September 2011.

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

AGENDA

1. RESOLUTION 1 – ISSUE OF SHARES UPON CONVERSION OF LOAN

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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 8,437,501 Shares to Hannans Reward Limited (or its nominee) upon the conversion of a converting loan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: 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 a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. 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.

2. RESOLUTION 2 – ISSUE OF SHARES UPON CONVERSION OF LOAN

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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 4,210,157 Shares to Mathew Donald Walker (or his nominee) upon the conversion of a converting loan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: 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 a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. 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.

3. RESOLUTION 3 – ISSUE OF SHARES UPON CONVERSION OF LOAN

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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 2,109,586 Shares to Hannans Reward Limited (or its nominee) upon the conversion of a converting loan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: 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 a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – OPTIONS

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 1,500,000 Options 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.

5. RESOLUTION 5 – ISSUE OF OPTIONS AS CONSIDERATION FOR LOAN

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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 1,500,000 Options to Hannans Reward Limited as consideration for the provision of certain loans on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: 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 a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. 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.

6. RESOLUTION 6 – ISSUE OF CONVERTIBLE NOTES AND NEW OPTIONS

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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000 Convertible Notes together with 1 free attaching New Option for every 5 Convertible Notes issued, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: 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 a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. 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.

7. RESOLUTION 7 – PLACEMENT – 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 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 20,000,000 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 any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. 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: 8 AUGUST 2011

BY ORDER OF THE BOARD



IAN GREGORY

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 General Meeting to be held at 9.30am (WST) on Thursday, 8 September 2011 at the offices of Scandinavian Resources Limited, Ground Floor, 28 Ord Street, West Perth, WA 6005.

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.

1. BACKGROUND

1.1 General

As announced to the market, on 15 November 2010, 29 December 2010, 8 February 2011 and 10 February 2011, Scandinavian Resources Ltd (**Company**) entered into four loan agreements (**Loan Agreements**).

Two Loan Agreements were entered into with Hannans Reward Limited (with HR Equities Pty Ltd as its nominee lender) (**Hannans**) and the other two Loan Agreements were entered into with Mr Matthew Donald Walker and OM Holdings Ltd (**OM Holdings**) respectively (each party a **Lender**). None of the Lenders were related parties of the Company.

Pursuant to the Loan Agreements, each Lender agreed to loan funds (**Loans**) to either the Company or Kiruna Iron AB (**Kiruna**), a wholly owned subsidiary of the Company. Each Loan Agreement contained the right of the Lender to convert the amount drawn down by the Company into Shares at a prescribed conversion rate on or before the relevant loan repayment date.

As consideration for each Lender entering into each loan agreement, the Company issued Options to each Lender. However, for the reasons set out in the Company's ASX announcement on 22 July 2011, the Company subsequently cancelled the Options issued to Hannans at the request of ASX.

The Company also wishes to raise up to \$5,000,000 through the issue of up to 5,000,000 convertible notes to parties to be chosen at the Directors' discretion (**Convertible Notes**). For every 5 Convertible Notes issued, the subscriber will receive 1 free attaching Option, on the terms set out in Schedule 6 (**New Options**).

1.2 Purpose of this Shareholders' Meeting

The purpose of this meeting is to seek Shareholder approval for the:

- (a) conversion of each of the Loans into Shares – Resolutions 1 – 3;
- (b) prior issue of Options to Mr Walker and OM Holdings – Resolution 4;
- (c) approval of the issue of Options to Hannans – Resolution 5;
- (d) issue of the Convertible Notes and New Options – Resolution 6; and
- (e) issue of Shares to parties who will be determined by the Board at a later date – Resolution 7.

It is noted that the Company has not yet received any notices of conversion from any of the Lenders in respect of the Loan Agreements, however it is seeking

Shareholder approval of the conversion in the event a conversion notice is received by the Company in the next 3 months.

2. RESOLUTION 1– ISSUE OF SHARES UPON CONVERSION OF LOAN

2.1 General

Resolution 1 seeks Shareholder approval for the issue of Shares upon the conversion of the Hannans Kiruna Loan (defined below) (**Hannans Kiruna Shares**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Directors to issue the Hannans Kiruna Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Hannans is not a related party of the Company.

2.2 Terms of the Hannans Kiruna Loan

On 4 November 2010, Hannans entered into a loan agreement with the Company and Kiruna which was amended on 22 July 2011 (**Hannans Kiruna Loan**) and which included the following key terms:

- (a) Hannans made available a loan facility of up to \$2,500,000 to Kiruna in consideration for the issue to Hannans of 1,000,000 unlisted Options to be issued, subject to Shareholder approval the subject of Resolution 5, on the terms and conditions set out in Schedule 1;
- (b) Kiruna has the ability to draw down up to the total amount of the Hannans Kiruna Loan in multiple tranches and each draw down must be not more than \$250,000;
- (c) the amount drawn down and owing at any time on the Hannans Kiruna Loan is subject to a interest at a rate of 12.5% per annum;
- (d) Hannans is entitled to convert the amount of the Hannans Kiruna Loan drawn down plus interest into Shares, subject to shareholder approval, based on a conversion rate of 3 Shares for every \$1 drawn down; and
- (e) the Hannans Kiruna Loan and related interest must be fully repaid or converted on or before 15 December 2011 (**Final Repayment Date**).

As at the date of this Notice, the total amount drawn down under the Hannans Kiruna Loan is \$2,500,000.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the maximum number of Shares to be issued is 8,437,501 Shares, assuming the full amount of the Hannans Kiruna Loan remains drawn down for a period of 12 months and includes the conversion of interest into Shares;

- (b) the Hannans Kiruna Shares will be issued if and when Hannans elects to convert the Hannans Kiruna Loan (or part thereof), but will not be later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that allotment will occur on the same date;
- (c) the Hannans Kiruna Shares will be allotted and issued to Hannans (or its nominee);
- (d) the Hannans Kiruna Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the Hannans Kiruna Shares will be issued in satisfaction of its obligations to repay the Hannans Kiruna Loan plus interest and at a deemed issue price of 33^{1/3} cents per Share.

3. RESOLUTION 2 – ISSUE OF SHARES UPON CONVERSION OF LOAN

3.1 General

Resolution 2 seeks Shareholder approval for the issue of Shares upon the conversion of the Walker Loan (defined below) (**Walker Shares**).

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of Resolution 2 will be to allow the Directors to issue the Walker Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Mr Walker is not a related party of the Company.

3.2 Terms of the Walker Loan

On 23 December 2010, Mathew Donald Walker entered into a loan agreement with the Company and Kiruna, which was amended on 22 July 2011 (**Walker Loan**) and which included the following key terms:

- (a) Mr Walker made available a loan facility of up to \$1,250,000 to Kiruna in consideration for the issue to Mr Walker of 500,000 unlisted Options issued on the terms and conditions set out in Schedule 2;
- (b) Kiruna has the ability to draw down up to the total amount of the Walker Loan in multiple tranches and each draw down must be not less than \$100,000 or an amount divisible by \$100,000;
- (c) the amount drawn down and owing at any time on the Walker Loan is subject to interest at a rate of 12.5% per annum;
- (d) Mr Walker is entitled to convert the amount of the Walker Loan drawn down into Shares plus interest, subject to shareholder approval, based on a conversion rate of 3 Shares for every \$1 drawn down; and
- (e) the Walker Loan and related interest must be fully repaid or converted on or before 15 December 2011 (**Final Repayment Date**).

As at the date of this Notice, the total amount drawn down under the Walker Loan is \$1,250,000.

3.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Walker Share Placement:

- (a) the maximum number of Walker Shares to be issued is 4,210,157 Shares assuming the full amount of the Walker Loan remains drawn down for a period of 11 months and 3 weeks and includes the conversion of interest into Shares;
- (b) the Walker Shares will be issued if and when Mr Walker elects to convert the Walker Loan (or part thereof), but will not be later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that allotment will occur on the same date;
- (c) the Walker Shares will be allotted and issued to Mr Walker (or his nominee);
- (d) the Walker Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the Walker Shares will be issued in satisfaction of its obligations to repay the Walker Loan plus interest and at a deemed issue price of 33¹/₃ cents per Share.

4. RESOLUTION 3 – ISSUE OF SHARES UPON CONVERSION OF LOAN

4.1 General

Resolution 3 seeks Shareholder approval for the issue of Shares upon the conversion of the Hannans SCR Loan (defined below) (**Hannans SCR Shares**).

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of Resolution 3 will be to allow the Directors to issue the Hannans SCR Shares pursuant to the Share Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Hannans is not a related party of the Company.

4.2 Terms of the Hannans SCR Loan

On 2 February 2011, Hannans entered into a loan agreement with the Company, which was amended on 22 July 2011 (**Hannans SCR Loan**) and which included the following key terms:

- (a) Hannans made available a loan facility of up to \$1,250,000 to the Company in consideration for the issue to Hannans of 500,000 unlisted Options to be issued, subject to Shareholder approval the subject of Resolution 5, on the terms and conditions set out in Schedule 3;
- (b) the Company has the ability to draw down up to the total amount of the Hannans SCR Loan in multiple tranches and each draw down must be not more than \$250,000;
- (c) the amount drawn down and owing at any time on the Hannans SCR Loan is subject to interest at a rate of 12.5% per annum;

- (d) Hannans is entitled to convert the amount of the Hannans SCR Loan plus interest drawn down into Shares, subject to shareholder approval, based on a conversion rate of 1.5 Shares for every \$1 drawn down; and
- (e) the Hannans SCR Loan and related interest must be fully repaid or converted on or before 1 February 2012 (**Final Repayment Date**).

As at the date of this Notice, \$395,000 has been drawn down under the Hannans SCR Loan.

4.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

- (a) the maximum number of Hannans SCR Shares to be issued is 2,109,586 Shares assuming the full amount of the Hannans SCR Loan remains drawn down for a period of 12 months and includes the conversion of interest into Shares;
- (b) the Hannans SCR Shares will be issued if and when Hannans elects to convert the Hannans SCR Loan (or part thereof), but will not be later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that allotment will occur on the same date;
- (c) the Hannans SCR Shares will be allotted and issued to Hannans (or its nominee);
- (d) the Hannans SCR Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the Hannans SCR Shares will be issued in satisfaction of its obligations to repay the Hannans SCR Loan plus interest and at a deemed issue price of 66²/₃ cents per Share.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – OPTIONS

5.1 General

The Company has issued the following Options as consideration to each of the following parties in consideration for the provision of loans to the Company:

- (a) 500,000 unlisted Options exercisable at \$0.20 on or before 31 October 2012 (**Walker Options**) to Mathew Donald Walker in consideration for making the Walker Loan available to Kiruna, issued on 29 December 2010; and
- (b) 1,000,000 unlisted Options exercisable at \$0.40 on or before 1 February 2013 (**OM Holdings Options**) to OM Holdings Ltd in consideration for making a \$5,000,000 loan available to Kiruna, issued on 10 February 2011.

The subscribers pursuant to this issue were not related parties of the Company.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the above Options (**Option Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

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 this issue, 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.

5.2 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 this Resolution:

- (a) a total of 1,500,000 Options were issued:
 - (i) 500,000 Walker Options were issued to Mr Walker on 29 December 2010; and
 - (ii) 1,000,000 OM Holdings Options were issued to OM Holdings on 10 February 2011;
- (b) the Walker Options and OM Holdings Options were issued in consideration for the provision of loans to the Company;
- (c) the Walker Options were issued on the terms and conditions set out in Schedule 2;
- (d) the OM Holdings Options were issued on the terms and conditions set out in Schedule 4; and
- (e) no funds were raised from this issue as the Walker Options and OM Holdings Options were issued in consideration for the provision of loans to the Company.

6. RESOLUTION 5 – ISSUE OF OPTIONS AS CONSIDERATION FOR LOAN

6.1 General

The Company has agreed to issue the following Options as consideration to Hannans in consideration for the provision of loans to the Company and Kiruna:

- (a) 1,000,000 unlisted Options exercisable at \$0.20 on or before 31 October 2012 (**Hannans 20 Cent Options**) to Hannans in consideration for making the Hannans Kiruna Loan available to Kiruna; and
- (b) 500,000 unlisted Options exercisable at \$0.40 on or before 15 December 2012 (**Hannans 40 Cent Options**) to Hannans in consideration for making the Hannans SCR Loan available to the Company.

Resolution 5 seeks Shareholder approval for the allotment and issue of the Hannans 20 Cent Options and the Hannans 40 Cent Options.

The subscriber pursuant to this issue is not a related party of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of Resolution 5 will be to allow the Directors to issue the Hannans 20 Cent Options and the Hannans 40 Cent Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

- (a) the maximum number of Options to be granted is:
 - (i) 1,000,000 Hannans 20 Cent Options; and
 - (ii) 500,000 Hannans 40 Cent Options;
- (b) the Hannans 20 Cent Options and Hannans 40 Cent Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date as the respective issues;
- (c) the Hannans 20 Cent Options and Hannans 40 Cent Options will be issued in consideration for the provision of loans to the Company;
- (d) the Hannans 20 Cent Options and Hannans 40 Cent Options will be allotted and issued to Hannans (or its nominee);
- (e) the Hannans 20 Cent Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the Hannans 40 Cent Options will be issued on the terms and conditions set out in Schedule 3; and
- (g) no funds will be raised from this issue as the Hannans 20 Cent Options and Hannans 40 Cent Options will be issued in consideration for the provision of loans to the Company.

7. RESOLUTION 6 – ISSUE OF CONVERTIBLE NOTES AND NEW OPTIONS

7.1 General

The Company wishes to raise up to \$5,000,000 through the issue of up to 5,000,000 unsecured convertible notes (**Convertible Notes**), along with up to 1,000,000 Options on the basis of 1 free attaching New Option for every 5 Convertible Notes subscribed for.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Convertible Notes and New Options. A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

At the date of this Notice, the Company has not entered into any formal agreements to issue the Convertible Notes. Subject to Shareholder approval being obtained, the Company intends to enter into agreements on the terms set out in Schedule 5, in order to raise working capital, as the Board deems fit. The Company intends to raise up to \$5,000,000 through the issue of the Convertible Notes.

None of the subscribers for the Convertible Notes and New Options will be related parties of the Company.

The effect of Resolution 6 will be to allow the Directors to issue the Convertible Notes and New Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The issue of the Convertible Notes and New Options will be conditional upon the Company obtaining Shareholder approval pursuant to this Resolution 6.

7.2 Technical information required by ASX Listing Rule 7.1

The following information is provided for Resolution 6 pursuant to and in accordance with ASX Listing Rule 7.3:

- (a) the maximum number of Convertible Notes to be issued is 5,000,000 with a face value of \$1.00 each;
- (b) the maximum number of New Options to be issued is 1,000,000;
- (c) the Convertible Notes and New Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (d) offers for the Convertible Notes and New Options will be made subject to Shareholder approval, at the discretion of the Directors. To this end, recipients of the Convertible Notes and New Options are unknown as at the date of this Notice of Meeting. The recipients of the Convertible Notes and Options will be sophisticated investors (within the meaning of Sections 708(8) and 708(11) of the Corporations Act, respectively), to whom the issue of securities will not require a disclosure document, and will not be related parties of the Company;
- (e) the Convertible Notes will be issued on the terms and conditions set out in Schedule 5;
- (f) the New Options will be issued on the terms and conditions set out in Schedule 6;
- (g) the Shares issued on conversion of the Convertible Notes and New Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (h) funds raised from the issue of the Convertible Notes will be used towards funding exploration on the Company's precious metals, base metals, and bulk minerals portfolio and working capital.

8. RESOLUTION 7 – PLACEMENT - SHARES

8.1 General

Resolution 7 seeks Shareholder approval for the allotment and issue of up to 20,000,000 Shares at an issue price as set out below (**Share Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of Resolution 7 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the Meeting (or a

longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

- (a) the maximum number of Shares to be issued is 20,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be the issue price will be not less than 80% of the average market price for Shares calculated over the last 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the Shares were recorded before the date the prospectus is signed;
- (d) the Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Share Placement to fund exploration on the Company's precious metals, base metals, and bulk minerals portfolio and working capital.

9. ENQUIRIES

Shareholders are requested to contact Mr Ian Gregory on + 61 (8) 9324 1153 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Scandinavian Resources Limited (ACN 132 035 842).

Constitution means the Company's constitution.

Convertible Notes means the convertible notes the subject of Resolution 6 and to be issued on the terms set out in Schedule 5.

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.

General Meeting or **Meeting** means the meeting convened by the Notice.

Hannans means Hannans Reward Limited ACN 099 862 129.

Hannans 20 Cent Options means the options the subject of Resolution 5 issued to Hannans on the terms and conditions set out in Schedule 1.

Hannans 40 Cent Options means the options the subject of Resolution 5 issued to Hannans on the terms and conditions set out in Schedule 3.

Hannans Kiruna Loan has the meaning given to that term in Section 2.2.

Hannans SCR Loan has the meaning given to that term in Section 4.2.

New Options means the options the subject of Resolution 6 and to be issued on the terms and conditions set out in Schedule 6.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

OM Holdings means OM Holdings Limited ARBN 081 028 337.

OM Holdings Options means the options the subject of Resolution 4 issued to OM Holdings on the terms and conditions set out in Schedule 4.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

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.

Walker Loan has the meaning given to that term in Section 3.2

Walker Options means the options the subject of Resolution 4 issued to Matthew Donald Walker on the terms and conditions set out in Schedule 2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF HANNANS 20 CENT OPTIONS

The Hannans 20 Cent Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Hannans 20 Cent Option gives the Optionholder the right to subscribe for one Share.
- (b) The Hannans 20 Cent Options will expire at 5.00pm (WST) on 31 October 2012 (**Expiry Date**). Any Hannans 20 Cent Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Hannans 20 Cent Option will be \$0.20 (**Exercise Price**).
- (d) The Hannans 20 Cent Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Hannans 20 Cent Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Hannans 20 Cent Options specifying the number of Hannans 20 Cent Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Hannans 20 Cent Options being exercised,**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Hannans 20 Cent Options specified in the Exercise Notice.
- (h) The Hannans 20 Cent Options are transferable.
- (i) All Shares allotted upon the exercise of Hannans 20 Cent Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Hannans 20 Cent Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Hannans 20 Cent Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Hannans 20 Cent Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Hannans 20 Cent Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Hannans 20 Cent Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Hannans 20 Cent Options does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Hannans 20 Cent Options can be exercised.

SCHEDULE 2 – TERMS AND CONDITIONS OF WALKER OPTIONS

The Walker Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Walker Option gives the Optionholder the right to subscribe for one Share.
 - (b) The Walker Options will expire at 5.00pm (WST) on 31 October 2012 (**Expiry Date**). Any Walker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each Walker Option will be \$0.20 (**Exercise Price**).
 - (d) The Walker Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their Walker Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Walker Options specifying the number of Walker Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Walker Options being exercised,
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Walker Options specified in the Exercise Notice.
 - (h) The Walker Options are transferable.
 - (i) All Shares allotted upon the exercise of Walker Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will not apply for quotation of the Walker Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Walker Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Walker Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Walker Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Walker Options prior to the date for determining entitlements to participate in any such issue.
 - (m) A Walker Options does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Walker Options can be exercised.

SCHEDULE 3 – TERMS AND CONDITIONS OF HANNANS 40 CENT OPTIONS

The Hannans 40 Cent Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Hannans 40 Cent Option gives the Optionholder the right to subscribe for one Share.
- (b) The Hannans 40 Cent Options will expire at 5.00pm (WST) on 15 December 2012 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Hannans 40 Cent Option will be \$0.40 (**Exercise Price**).
- (d) The Hannans 40 Cent Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Hannans 40 Cent Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Hannans 40 Cent Options specifying the number of Hannans 40 Cent Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Hannans 40 Cent Options being exercised,**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Hannans 40 Cent Options specified in the Exercise Notice.
- (h) The Hannans 40 Cent Options are transferable.
- (i) All Shares allotted upon the exercise of Hannans 40 Cent Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Hannans 40 Cent Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Hannans 40 Cent Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Hannans 40 Cent Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Hannans 40 Cent Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Hannans 40 Cent Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Hannans 40 Cent Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Hannans 40 Cent Option can be exercised.

SCHEDULE 4 – TERMS AND CONDITIONS OF OM HOLDINGS OPTIONS

The OM Holdings Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each OM Holdings Option gives the Optionholder the right to subscribe for one Share.
- (b) The OM Holdings Options will expire at 5.00pm (WST) on 1 February 2013 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each OM Holdings Option will be \$0.40 (**Exercise Price**).
- (d) The OM Holdings Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their OM Holdings Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of OM Holdings Options specifying the number of OM Holdings Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of OM Holdings Options being exercised,**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of OM Holdings Options specified in the Exercise Notice.
- (h) The OM Holdings Options are transferable.
- (i) All Shares allotted upon the exercise of OM Holdings Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the OM Holdings Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of OM Holdings Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the OM Holdings Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the OM Holdings Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their OM Holdings Options prior to the date for determining entitlements to participate in any such issue.
- (m) An OM Holdings Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the OM Holdings Option can be exercised.

SCHEDULE 5 – TERMS AND CONDITIONS OF CONVERTIBLE NOTES

Face Value	\$1.00 per Convertible Note.
Conversion formula	On conversion, every one (1) Convertible Note will convert into 1.5 ordinary fully paid shares in the Company.
Limit on Convertible Notes and Shares on Conversion of Convertible Notes	The Noteholder is prohibited from being issued Shares on conversion of the Convertible Note with the effect that the Noteholder (and its associates) would hold a relevant interest exceeding 20% or more in the issued share capital of the Company, unless the issue of Shares to the Noteholders satisfy any of the exemptions in Section 611 of the Corporations Act.
Repayment Date	The first to occur of: <ul style="list-style-type: none"> (a) the date a Convertible Note is converted into Shares (and free attaching Options); (b) a date to be determined by the board when the Convertible Note Deed is entered into; and (c) any earlier date on which the Company is required to repay the Convertible Note under the terms of the Convertible Notes.
Interest Rate	Interest is payable at the rate of 12.5% per annum.
Conversion rights	At any time prior to the repayment date.
Ranking on Conversion	Each Share issued on conversion of Convertible Notes, will rank equally with all existing Shares then on issue, except that they will not be entitled to any dividend that has been declared or determined but not paid as at the conversion date.
Participation rights	Before conversion, Noteholders are not entitled to participate in rights issues, any return of capital, bonus issue or capital reconstruction. However, the conversion ratio will be adjusted in a manner that is consistent with the ASX Listing Rules.
Voting rights	Noteholders are not entitled to vote at general meetings unless provided for by the ASX Listing Rules or the Corporations Act.
Security and subordination	The Convertible Notes will be unsecured.
Listing on ASX	The Convertible Notes will not be listed.
Conditions	The issue of the Convertible Notes will be subject to receipt of Shareholder approval and any other regulatory or third party approvals required by the Company or the proposed Noteholder.

SCHEDULE 6 – TERMS AND CONDITIONS OF NEW OPTIONS

The New Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each New Option gives the Optionholder the right to subscribe for one Share.
 - (b) The New Options will expire at 5.00pm (WST) on 1 February 2013 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each New Option will be \$0.40 (**Exercise Price**).
 - (d) The New Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their New Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of New Options specifying the number of New Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of New Options being exercised;
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice.
 - (h) The New Options are transferable.
 - (i) All Shares allotted upon the exercise of New Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will not apply for quotation of the New Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of New Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the New Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.
 - (m) A New Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the New Option can be exercised.

PROXY FORM

**APPOINTMENT OF PROXY
SCANDINAVIAN RESOURCES LIMITED
ACN 132 035 842**

GENERAL MEETING

I/We

of

being a member of Scandinavian Resources Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the 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 General Meeting to be held at 9.30am (WST), on Thursday, 8 September 2011 at the offices of Scandinavian Resources Limited, Ground Floor, 28 Ord Street, West Perth, WA 6005, and at any adjournment thereof.

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

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Issue of Shares upon Conversion of Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue of Shares upon Conversion of Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Shares upon Conversion of Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Prior Issue – Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue of Options as Consideration for Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Issue of Convertible Notes and New Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Placement – Shares	<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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

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):** _____

SCANDINAVIAN RESOURCES LIMITED

ACN 132 035 842

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the 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 should 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 General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the 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 General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Scandinavian Resources Limited, PO Box 1668, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number +61 (8) 9324 3366; or
 - (c) email to the Company at michaelc@scandinavianresources.com,so that it is received no later than 9.30am (WST) on Tuesday, 6 September 2011.

Proxy forms received later than this time will be invalid.