



**GULLEWA
LIMITED**

ACN 007 547 480

**Notice of Annual General Meeting
and
Explanatory Memorandum**

Date of Meeting

Wednesday, 28 November 2012

Time of Meeting

12:30 pm EDST

Place of Meeting

King Room
Grace Hotel
77 York Street
Sydney NSW 2000

This Notice of Annual General Meeting and Explanatory Memorandum
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.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the Annual General Meeting of Gullewa Limited ("**Company**" or "**Gullewa**") to be held in the King Room, Grace Hotel, 77 York Street, Sydney NSW 2000 on Wednesday, 28 November 2012 at 12.30 pm EDST, for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

An Explanatory Memorandum containing information in relation to the following Resolutions accompanies and forms part of this Notice of Annual General Meeting.

Agenda

ACCOUNTS AND REPORTS

To receive and consider the annual financial report of the Company for the year ended 30 June, 2012 and accompanying reports of the Directors and auditor of the Company.

Resolution 1 – Adoption of Remuneration Report

To consider and put to a non-binding vote the following resolution as an **ordinary resolution**:

"That the Remuneration Report required by section 300A of the Corporations Act, as disclosed in the report of the Directors for the year ended 30 June 2012, be adopted."

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

Voting Prohibition Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-Election of Mr Anthony Howland-Rose as a Director

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

"That Mr Anthony Howland-Rose, who retires by rotation in accordance with the Constitution and who offers himself for re-election, be re-elected as a Director."

NOTICE OF ANNUAL GENERAL MEETING

Resolution 3 – Approval of Placement of Shares

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

"That, pursuant to Listing Rule 7.1 and for all other purposes, the Company is authorised to allot and issue up to 18,000,000 Shares to the persons, for the purposes, on the terms and in the manner described in the Explanatory Memorandum."

Voting Exclusion Statement

For the purposes of Listing Rule 7.1 the Company will disregard any votes cast on this Resolution 3 by any person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate 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 Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
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OTHER BUSINESS

To deal with any other business which may be lawfully brought forward.

By Order of the Board of Directors



David Deitz
Director

Dated 24 October 2012

NOTICE OF ANNUAL GENERAL MEETING

PROXIES

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- A Shareholder who is entitled to attend and vote at the Meeting has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be (but may be) a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
 - provides the Company with satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.
- If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy.
- Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by a duly authorised attorney. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy.
- A Shareholder entitled to cast two or more votes at the Meeting may appoint not more than two proxies to attend and vote at this Meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion or number of the Shareholder's voting rights. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. Fractions will be disregarded.
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer(s) or his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed or certified copy of the same) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the Meeting.
- Proxies appointing the Chair which do not specify the way in which the proxy is to vote on a particular Resolution will be recorded as voting in favour of the Resolutions (subject to the other provisions of these notes on Proxies and any required voting exclusions including those in the Notice) as this is the Chair's voting intention.
- If the Chair is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1 (Adoption of the Remuneration Report), you will be authorising the Chair to vote in accordance with the Chair's discretion on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of the Chair and other Key Management Personnel. The Chair intends to vote all available proxies in favour of Resolutions 1, 2 and 3.
- A proxy form accompanies this Notice and to be effective the proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company no later than 48 hours before the commencement of the Meeting, at:
 - the Company's registered office, Level 8, 49–51 York Street, Sydney, New South Wales; or
 - by facsimile to the Company on facsimile number (02) 9397 7575; or
 - by post to Gullewa Limited.

Any proxy form received after that time will not be valid for the Meeting.

- The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms.

Corporations

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to, the Company before commencement of the Meeting.

Notes

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that Shares held at 12.30p.m. EDST on 26 November 2012 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. The entitlement of Shareholders to vote at the Meeting will be determined by reference to that time.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in conjunction with the Notice of Meeting (of which this Explanatory Memorandum forms a part) in full before making any decision in relation to the Resolutions.

ORDINARY BUSINESS

ANNUAL REPORT

As required under section 317 of the Corporations Act, the Annual Report (which includes the financial report, Directors' report and auditor's report) will be laid before the Annual General Meeting.

Shareholders at the Meeting will be given a reasonable opportunity to ask questions and make comments about the Annual Report or the Company generally, but there will be no formal resolution submitted to the Meeting.

Reasonable opportunity will also be given to Shareholders at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (Non-binding vote)

Requirements of Corporations Act

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers (there are no executives other than the Directors); and
- (b) sets out remuneration details for each Director named in the Remuneration Report for the financial year ended 30 June 2012.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company.

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

Voting consequences

Under changes to the Corporations Act that came into effect on 1 July 2011, if at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, a company will be required to put to its shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the financial year ended immediately before the second annual general meeting) 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 election or 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.

At the Company's previous annual general meeting, the votes cast against the remuneration report at that general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Directors' Recommendation

The Board unanimously recommends that Shareholders adopt the Remuneration Report.

RESOLUTION 2 – RE-ELECTION OF MR ANTHONY HOWLAND-ROSE AS A DIRECTOR

Mr Howland-Rose

Resolution 2 seeks approval for the re-election of Mr Anthony Howland-Rose as a Director with effect from the end of the Meeting.

The Constitution provides that at each annual general meeting of the Company one-third of the Directors or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director holds office for more than 3 years, shall retire from office.

EXPLANATORY MEMORANDUM

Mr Howland-Rose retires from office in accordance with this requirement and, being eligible, submits himself for re-election. His profile is contained in the Annual Report.

Directors' Recommendation

The Directors (other than Mr Howland-Rose) recommend the re-election of Mr Howland-Rose.

RESOLUTION 3 – APPROVAL OF PLACEMENT OF SHARES

Listing Rules Requirements

Resolution 3 has been included so that Shareholders may approve pursuant to Listing Rule 7.1 the proposed issue of up to a maximum of 18,000,000 Shares to persons selected by the Directors in their discretion.

Listing Rule 7.1 prohibits a listed company from issuing, or agreeing to issue, equity securities that exceed 15% of the total number of ordinary shares on issue in any 12 month period, unless approval is obtained from the holders of the company's ordinary shares.

The following further information is provided to Shareholders for the purposes of Listing Rule 7.3 and approval is sought from Shareholders for the issue of Shares on the following terms:

- (a) the maximum number of Shares to be issued is 18,000,000;
- (b) the Shares will be issued and allotted progressively but no later than 3 months after the date of the Meeting;
- (c) the Shares will be issued at a minimum issue price which is at least 80% of the average market price of Shares trading on ASX over the last 5 days on which sales were recorded before the day on which the issue was made (or if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date the prospectus is signed);
- (d) the Shares will be issued to sophisticated and institutional investors. The names of the proposed allottees are unknown at the date of the Notice of Meeting and will be chosen at the discretion of the Directors, but will not be related parties of the Company or their associates;
- (e) the Shares to be issued are fully paid ordinary shares which rank equally in all respects with existing Shares; and
- (f) the purpose of the placement will be to raise funds to assist in funding the development of the Company's property interests, investments by the Company in listed companies and investments in exploration and mining.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3, as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without Shareholder approval.

GLOSSARY

In the Notice of Meeting and the proxy form which accompanies this Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

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| Annual Report | means the Company's annual report including the reports of the Directors and auditor of the Company and the financial statements of the Company for the year ended 30 June 2012. |
| ASIC | means the Australian Securities and Investments Commission. |
| ASX | means ASX Limited (ACN 008 624 691) and the market operated by it, as the context requires. |
| Board | means the board of Directors. |
| Chair | means the chairperson of the Meeting. |
| Closely Related Party | is defined in respect of a member of Key Management Personnel as: <ul style="list-style-type: none"> • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or the member's spouse; • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; • a company the member controls; or • a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) that may be made for this purpose. |
| Company or Gullewa | means Gullewa Limited (ACN 007 547 480). |
| Constitution | means the constitution of the Company. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Director | means a director of the Company. |
| EDST | means Eastern Daylight Savings Time. |
| Key Management Personnel | has the meaning given in the accounting standards and broadly means those persons with the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and includes any Director (whether executive or otherwise). |
| Listing Rules | means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX. |
| Meeting or Annual General Meeting | means the annual general meeting of the Company to be held on 28 November 2012 at 12.30 pm (EDST), convened by this Notice. |
| Notice of Meeting or Notice | means the notice of annual general meeting which accompanies and includes this Explanatory Memorandum. |
| Remuneration Report | means that section of the Directors' report under the heading "Remuneration Report" set out in the Annual Report. |
| Resolution | means a resolution proposed pursuant to the Notice. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of a Share. |



**GULLEWA
LIMITED**

ACN 007 547 480

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder.
2. A Shareholder entitled to attend and cast two or more votes at this Annual General Meeting is entitled to appoint not more than two proxies to attend and vote at this Annual General Meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded. The appointment of a second proxy must be made on a separate copy of the proxy form. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy this form.
3. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
4. A Shareholder 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 subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
5. Sections 250BB and 250BC of the *Corporations Act* broadly provide 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.Further details on these changes are set out below.
6. Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
 - (c) if the proxy is the Chair – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
 - (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
7. Section 250BC of the *Corporations Act* provides that, if:
 - (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
 - (b) the appointed proxy is not the Chair; and
 - (c) at the meeting, a poll is duly demanded on the resolution; and
 - (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.
8. Signing Instructions:
 - Where the holding is in one name, the Shareholder must sign.
 - Where the holding is in more than one name, all of the Shareholders should sign.
 - 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.
 - 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.
9. Completion of a proxy form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.
10. To vote by proxy, please complete and sign the Proxy Form enclosed and either:
 - deliver the proxy form by hand to the Company's registered office at Level 8, 49–51 York Street, Sydney NSW 2000;
 - send the proxy form by post to Gullewa Limited; or
 - send the proxy form by facsimile to the Company on facsimile number (02) 9397 7575,so that it is received not later than 12.30 pm EDST on 26 November, 2012.

Proxy forms received later than this time will be invalid.