



## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders will be held at Rendezvous Observation City Hotel, Scarborough on Wednesday 30<sup>th</sup> November 2011 at 3.00 pm

### AGENDA

#### Ordinary Business

##### ANNUAL REPORT

To receive and consider the Directors' Report, the Financial Statements, the Directors' Declaration and the Independent Audit Report for the year ending 30 June, 2011.

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

##### Resolution 1. REMUNERATION REPORT

"That for the purposes of section 250R(2) of the Corporations Act the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2011 is adopted."

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

##### Resolution 2. RE-ELECTION OF DIRECTOR – Mr Yongji Duan

"That, Mr Yongji Duan, who was appointed to the Board since the last General Meeting of the Company in accordance with clause 11.4.1 of the Company's Constitution retires in accordance with the Company's Constitution, and being eligible, offers himself for re-election under clause 11.4.2 of the Constitution."

##### Resolution 3. RE-ELECTION OF DIRECTOR – Mr Kai Ye Shuai

"That, Mr Kai Ye Shuai, who was appointed to the Board since the last General Meeting of the Company in accordance with clause 11.4.1 of the Company's Constitution retires in accordance with the Company's Constitution, and being eligible, offers himself for re-election under clause 11.4.2 of the Constitution."

##### Resolution 4. RE-ELECTION OF DIRECTOR – Mr Edward Tai

"That, Mr Edward Tai, who was appointed to the Board since the last General Meeting of the Company in accordance with clause 11.4.1 of the Company's Constitution retires in accordance with the Company's Constitution, and being eligible, offers himself for re-election under clause 11.4.2 of the Constitution."

##### Resolution 5. RE-ELECTION OF DIRECTOR – Mr Ross Louthean

"That, for the purpose of clause 11.1.3, of the Constitution and for all other purposes, Ross Louthean, a Director, retires by rotation, and being eligible, is re-elected as a director of the Company."

## Special Business

### **Resolution 6. APPROVAL OF CHANGE OF NAME FROM “A1 MINERALS LIMITED” TO “STONE RESOURCES AUSTRALIA LIMITED”**

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

“That in accordance with section 157(1) of the Corporations Act, and for all other purposes, the Company change its name from “A1 Minerals Limited” to “Stone Resources Australia Limited”.

## General Notes

### **Explanatory Statement**

The Explanatory Statement to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.

### **Voting Entitlement**

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulation that, for the purposes of attending and voting at the meeting, Shares will be taken to be held by the registered holders at 3:00pm on Monday 28th November 2011.

### **Proxy**

A member entitled to attend 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 A1 Minerals Limited. Proxy Forms must be lodged at the principal office of A1 Minerals Limited at Suite 34, 25 Walters Drive, Osborne Park, Western Australia, 6017 or by facsimile (61 8 9244 1600) **no later than 48 hours** before the time of the meeting. A Proxy Form accompanies this Notice of Meeting.

## **Voting by Proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) hand to the Company at Suite 34, 25 Walters Drive, Osborne Park WA 6017 or Computershare Investor Services Pty Limited at Level 2, 45 St Georges Terrace, Perth, Western Australia; or
- (b) post to A1 Minerals Limited, Suite 34, 25 Walters Drive, Osborne Park WA 6017 or post to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001 Australia; or
- (c) facsimile to A1 Minerals Limited on (+61 8) 92441600 or to Computershare Investor Services Pty Limited on 1800 783 447 or +61 3 9473 2555; or
- (d) For Intermediary Online Subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions so that it is received not later than 3.00pm (WST) on 28 November 2011.

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

Dated this 27<sup>th</sup> October 2011

**By order of the Board of Directors**

A handwritten signature in dark ink, appearing to read 'A Longo', is written over a light blue rectangular background.

**Albert Longo**  
Company Secretary

# Explanatory Statement

This Explanatory Statement forms part of a Notice convening the Annual General Meeting of Shareholders of the Company to be held at 3pm on Tuesday 29<sup>th</sup> November 2011. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed.

<b>Resolution 1</b>
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## REMUNERATION REPORT

The Corporations Act 2001 has expanded the disclosure requirements of companies whose shares are quoted on the ASX by requiring that the Directors of the company include a remuneration report in the Company's annual report. Section 250R(2) of the Corporations Act also requires that the Directors put a resolution to Shareholders each year that the remuneration report be adopted.

The Remuneration Report is set out in the Company's Annual Report. The Annual Report is also available on the Company's website at [www.a1minerals.com.au](http://www.a1minerals.com.au)

The Remuneration Report:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors, the company secretary and senior managers of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance condition applicable to the remuneration of a Director, secretary or senior manager,
- details the remuneration (including options) of each Director of the Company for the year; and
- summarises the terms of any contract under which any Director or the Company secretary is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the Directors or the Company. Nor does it affect the remuneration paid or payable to the Company's Directors or the Company secretary. The Company will not be required to alter any arrangements in the Remuneration Report should the resolution not be passed. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

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

## Recent Changes to the Corporations Act

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 AGM, 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 an extraordinary general meeting (“Spill Meeting”) within 90 days of the 2012 AGM. 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.

### **Proxy Restrictions**

If you elect to appoint the Chair, or another member of Key Management Personnel or any Closely Related Party as your proxy to vote on Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of the Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

<b>Resolution 2</b>
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### **RE-ELECTION OF DIRECTOR – Mr Yongji Duan**

Yongji Duan is the Chairman of the board of directors of Stone Resources Limited. He joined Stone Group Corporation in 1985 and has served as Vice President and President prior to his promotion to the Chairman of its board of directors in 1999. He was appointed President and Chief Executive Officer of Stone Group Holdings Limited and its subsidiaries in 2002.

As a well-known entrepreneur and business leader in China, Mr. Duan has achieved outstanding performances. From 1999 to 2007, he has held the position as Director of Beijing Centergate Technologies (Holding) Co., Ltd., a company listed on Shenzhen Stock Exchange. From 2003 to 2008, he also served as Director of SINA Corporation (NASDAQ: SINA).

Mr. Duan graduated from Tsinghua University and was a researcher at Beijing University of Aeronautics & Astronautics. He acted as Vice Director of 621 Laboratory at China National Space Administration from 1982 to 1984.

Mr Duan was appointed by the Directors under clause 11.4.1 of the Constitution.

The Directors recommend that Shareholders vote in favour of the re-election of **Mr Yongji Duan**

<b>Resolution 3</b>
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### **RE-ELECTION OF DIRECTOR – Dr Kai Ye Shuai**

Dr. Kaiye Shuai is a director of Stone Resources Limited. He was appointed Chief Geologist of Stone Resources Limited and was also appointed to its board of directors in 2007. Dr. Shuai is an experienced geologist with a wealth of expertise in the mining sector.

Prior to his appointment, he has been Professor in China University of Geosciences for over 10 years. Early in his professional career, Dr. Shuai served as Geological Engineer in No. 16 Geological Team at Yunnan Provincial Geology Bureau from 1970 to 1979. He has participated in the exploration of Potash, Copper and Iron Deposit in Yunnan province in the 1970s and the exploration of Zhaoyuan Gold mine in Shandong province in the 1980s.

Dr. Shuai graduated from Chengdu Geology College in 1970. He received his doctorate and Master degree from China University of Geosciences in the 1980s. From 1991 to 1992, he was a visiting professor at California Santa Barbara (UCSB) in the United States.

Dr Shai was appointed by the Directors under clause 11.4.1 of the Constitution.

The Directors recommend that Shareholders vote **in favour** of the re-election of **Dr Kai Ye Shuai**.

#### **Resolution 4**

##### **RE-ELECTION OF DIRECTOR – Mr Edward Tai**

Edward is currently the legal counsel to Stone Resources Limited and Stone Group Holdings Limited. Edward holds a degree in law and post-graduate certificate in law awarded by the University of Hong Kong and is a solicitor admitted in Australia (New South Wales and South Australia), England & Wales and Hong Kong. He has more than 15 years' experience both in private practice and as counsel to various listed companies, specializing in corporate and commercial law, mergers and acquisitions and corporate finance law, and in recent years, with an emphasis on the resources and mineral sector.

Mr Tai was appointed by the Directors under clause 11.4.1 of the Constitution.

The Directors recommend that Shareholders vote **in favour** of the re-election of **Mr Edward Tai**.

#### **Resolution 5**

##### **RE-ELECTION OF DIRECTOR – Mr Ross Louthean**

Clause 11.1.3 of the Constitution requires that one-third (or the nearest number to one-third) of the Directors must retire by rotation at each annual general meeting. A director who retires under clause 11.1.3 is eligible to seek re-election.

Mr Louthean retires by rotation and seeks re-election as a director of the Company.

The Directors, except for Mr Louthean, recommend that Shareholders vote **in favour** of the appointment of **Mr Ross Louthean**.

#### **Resolution 6 APPROVAL OF CHANGE OF NAME**

Resolution 6 is a special resolution which seeks approval for the Company to change its name.

Under section 157 of the Corporations Act 2001 shareholder approval by special resolution is required for a company to change its name and as such Resolution 6 seeks this approval. The change of name will not affect the legal status of the Company or its assets or liabilities.

The Company believes that a change of name will more accurately reflect its affiliation with Stone Resources Limited, the Company's substantial shareholder. The board of the Company believes that the new company name can provide the Company with a more appropriate identification and image which will benefit the Company's future business development and is in the interest of the Company and its Shareholders as a whole.

Subject to Resolution 6 being passed, the Company will make an application to the ASIC for the change of name to Stone Resources Australia Limited. The new name will take effect upon a new certificate of registration being issued.

The Directors recommend Shareholders vote in favour of Resolution 6.

## **GLOSSARY**

**ASX** means Australian Securities Exchange Limited

**Board** means the board of Directors as constituted from time to time.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Directors** means Michael Hunt, Ross Louthean, William Hobba and Albert Longo

**Explanatory Statement** means the explanatory statement that forms part of this Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Option** means an unlisted option to acquire a Share and subject to the terms and conditions set out at Appendix A to the Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.





ABN 44 100 727 491

000001 000 AAM  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 3:00pm (WST) Monday 28 November 2011

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged 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, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View the Annual Report:

[www.a1minerals.com.au](http://www.a1minerals.com.au)

Update your securityholding, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

Your secure access information is:

SRN/HIN: I9999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of A1 Minerals Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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 A1 Minerals Limited to be held at the Rendezvous Observation City Hotel, Scarborough, Perth, Western Australia on Wednesday, 30 November 2011 at 3:00 pm and at any adjournment of that meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business other than in respect of Item 1, where the company has determined that the Chairman is unable to do so.

STEP 2

Items of Business

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

ORDINARY BUSINESS		For	Against	Abstain
Item 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Director - Mr Yongji Duan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr Kai Ye Shuai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director - Mr Edward Tai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Director - Mr Ross Louthean	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of Change of Name from "A1 Minerals Limited" to "Stone Resources Australia Limited"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /