



C @ LIMITED

ABN 99 110 439 686

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3.00pm (WST)
DATE: Friday, 29 October 2010
PLACE: The Celtic Club
48 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) 9321 6988.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of C @ Limited which this Notice of Meeting relates to will be held at 3.00pm (WST) on Friday, 29 October 2010 at:

The Celtic Club
48 Ord Street
WEST PERTH WA 6005

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and:

- (a) deliver it in person to C @ Limited, Suite 1, 64 Thomas Street, West Perth, WA, 6005; or
- (b) post to C @ Limited, PO Box 781, West Perth, WA, 6872; or
- (c) fax to the Company on facsimile number (+61 8) 9321 4022.

so that it is received not later than 3.00pm (WST) on Wednesday, 27 October 2010.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of C @ Limited will be held at The Celtic Club, 48 Ord Street, West Perth WA 6005 at 3.00pm (WST) on Friday, 29 October 2010. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders of the Company at 3:00pm (WST) on Wednesday, 27 October 2010.

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

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Financial Statements and the related Directors' Report, Directors' Declarations, Remuneration Report and the Independent Auditor's Report of C @ Limited for the financial year ended 30 June 2010.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company Annual Report for the financial year ended 30 June 2010."

2. RESOLUTION 2 – RE-ELECTION OF MR TERENCE MARK EARLEY AS A DIRECTOR

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

"That Mr Terence Mark Earley, being a Director of the Company who was appointed on 15 September 2010, retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF MR ANDREW KONOWALOUS AS A DIRECTOR

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Andrew Konowalous, being a Director who retires by rotation, and being eligible for re-election, be re-elected as a Director of the Company."

DATED: 15 SEPTEMBER 2010

BY ORDER OF THE BOARD


JADE STYANTS
COMPANY SECRETARY
C @ LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, WA 6005 on Friday, 29 October 2010 at 3.00pm (WST).

This 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. FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report of the Company and the related Directors' Report, Directors' Declarations, Remuneration Report and Independent Auditor's Report for the financial year ended 30 June 2010 will be laid before Shareholders at the Annual General Meeting in accordance with the Corporations Act. Shareholders will be given the opportunity to ask questions of the Board of Directors and the Company's auditors in relation to the Annual Financial Report and the related Directors' Report, Directors' Declarations, Remuneration Report and Independent Auditor's Report for the year ended 30 June 2010, at the Annual General Meeting.

Shareholders may view the Company Annual Report for the year ended 30 June 2010, on its website at www.cnow.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report is submitted to Shareholders for consideration and adoption under a non-binding vote. The Directors' Report contained in the Annual Report of the Company for the financial year ended 30 June 2010 contains the Remuneration Report, which sets out the remuneration arrangements and policies for the Directors and senior executives of the Company.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions regarding the remuneration report.

3. RESOLUTION 2 – RE-ELECTION OF MR TERENCE MARK EARLEY AS A DIRECTOR

Clause 13.4 of the Company's Constitution requires that a Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office until the next annual general meeting and then be eligible for re-election.

Mr Terence Mark Earley was appointed as an addition to the existing directors on 15 September 2010. In accordance with Clause 13.4 of the Company's Constitution, Mr Earley retires from office and offers himself for re-election as a Director.

A profile of Mr Earley is provided below:

Mark has over 30 years experience in the coal industry in the key areas of operations, project development, mine management and senior advisory roles. Mark has also been involved in greenfield mine developments in both Australia and Indonesia, has advised on several successful start-up projects and holds a masters degree in mining engineering.

Mark's technical, project development and commercial skill set has seen him work and lead teams on significant coal projects throughout the world.

Most recently Mark held the position of Executive Director of Barlow Jonker Pty Ltd, one of the world's leading coal advisory and research firms. In his role Mark led the significant growth in the company's global advisory services by focusing on due diligence and asset screening which he aligned with the company's existing coal pricing and market review work undertaken for its global client base that included mining companies, non miners, banks and institutional investors.

Some of his advisory roles included leading the independent due diligence for Banpu Public Company Limited (Thailand) on the Daning Mine in Southern Shanxi, China and technical lead for the World Bank's audit of Vietnam National Coal Corporation.

Previously Mark held senior positions with Oakbridge Pty Ltd including the role of Head of Business Development, General Manager of the Clarence Colliery (NSW) and Manager of the Baal Bone open cut mine (NSW).

Other prior operational roles include development of one of the early Indonesian coal projects, the Petangis Coal Mine with Henry Walker (Indonesia) and initial development of the Stratford Mine in Gloucester Basin (NSW).

4. RESOLUTION 3 – RE-ELECTION OF MR ANDREW KONOWALOUS AS A DIRECTOR

Clause 13.2 of the Company's Constitution requires that if the Company has three or more Directors, one-third (or the number nearest one-third) of those Directors must retire from office at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

In accordance with the Constitution, Mr Konowalous retires from office and offers himself for re-election as a Director.

A profile of Mr Konowalous is contained in the Company's Annual Report for the year ended 30 June 2010.

GLOSSARY

Annual General Meeting means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules or **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 and **C @** means C @ Limited (ABN 99 110 439 686).

Constitution means the Company's constitution.

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.

Notice means the notice of meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice, 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.

WST means Western Standard Time, Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY
C @ LIMITED
ABN 99 110 439 686

ANNUAL GENERAL MEETING

I/We

of

being a member of C @ Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual 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 Annual General Meeting to be held at 3.009m (WST), on Friday, 29 October 2010 at The Celtic Club, 48 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 Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Andrew Konowalous	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Mr Terence Mark Earley	<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.

Signature of Member(s):

Date: _____

Individual or Member 1	Member 2	Member 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual 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 must 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 Annual General Meeting in person if they wish. Where a member 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 member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and:
 - (a) deliver it in person to C @ Limited, Suite 1, 64 Thomas Street, West Perth, WA, 6005;
 - (b) post to C @ Limited, PO Box 781, West Perth, WA, 6872; or
 - (d) facsimile to the Company on facsimile number (+61 8) 9321 4022,

so that it is received not later than 3.00pm (WST) on Wednesday, 27 October 2010.

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