



**NGM Resources Limited**

ABN 27 107 131 653

**NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT  
AND  
PROXY FORM**

**Date of Meeting**

22 November 2010

**Time of Meeting**

11:30 am WST

**Place of Meeting**

Suite 4, Level 3, The South Shore Centre  
83 – 85 South Perth Esplanade  
South Perth, Western Australia

**A copy of the 2010 Annual Financial Statements may be obtained from the  
Company's website: [www.ngmresources.com.au](http://www.ngmresources.com.au)**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD  
READ THIS DOCUMENT. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE IN  
REGARD TO THIS DOCUMENT OR THERE IS ANY MATTER YOU DO NOT UNDERSTAND YOU  
SHOULD CONTACT YOUR PROFESSIONAL ADVISERS FOR ADVICE.**



Notice is hereby given that the 2010 annual general meeting of NGM Resources Limited (the **Company**) will be held at:

Venue: **Suite 4, Level 3, The South Shore Centre  
83 – 85 South Perth Esplanade  
South Perth Western Australia**

Day and Date: **Monday, 22 November 2010**

Time: **11:30 am WST**

The explanatory note which accompanies and forms part of this notice of meeting should be considered prior to members of the Company voting on the various matters to be considered at the meeting.

## **BUSINESS OF THE MEETING**

### **Annual Report**

#### **To receive the Financial Report, Directors' Report and Auditor's Report**

To consider and receive the financial report, the directors' report and the auditor's report for the period ended 30 June 2010.

### **Resolutions**

#### **Resolution 1 Election as a director of the Company – Steven Chadwick**

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

*"That Steven Chadwick, having been appointed a director since the previous General Meeting retires as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for election, be elected a director of the Company."*

#### **Resolution 2 Adoption of remuneration report**

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

*"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the period ended 30 June 2010 be adopted."*

By Order of the Board

Graeme Smith  
Company Secretary  
**NGM Resources Limited**

Date: 22 October 2010



## **BACKGROUND INFORMATION**

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the explanatory note forming part of this notice of meeting.

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 5.00pm on Saturday, 20 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## **HOW TO VOTE**

### **Voting in person**

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at [www.computershare.com](http://www.computershare.com).

### **Voting by proxy**

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at [www.computershare.com](http://www.computershare.com).

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf. 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 the enclosed proxy form.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting (**11:30 am, Saturday 20 November 2010**). Any proxy form received after that time will not be valid for the scheduled meeting.

**By mail** PO Box 859, South Perth, Western Australia 6951

**By fax** + 61 (08) 9367 2355

**In person** Registered Office – Suite 4, Level 3, The South Shore Centre, 83-85 South Perth Esplanade, South Perth, Western Australia 6151



## QUESTIONS FROM SHAREHOLDERS

The chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company at the meeting.

Mr Trevor Hammond of Ernst & Young, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2010 (or his representative) will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- 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.

To assist the board of directors and the auditor of the Company in responding to any questions you may have, please submit any questions by fax or to the address below to be received no later than 5.00 pm on Friday, 19 November 2010.

<b>By mail</b>	PO Box 859, South Perth, Western Australia 6951
<b>By fax</b>	+ 61 (08) 9367 2355
<b>In person</b>	Registered Office – Suite 4, Level 3, The South Shore Centre, 83-85 South Perth Esplanade, South Perth, Western Australia 6151

As required by section 250PA of the Corporations Act 2001, the Company will distribute a list setting out the questions directed to the auditor received in writing at least 5 business days prior to the meeting that the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2010. The chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

## OTHER

Words which are defined in the Explanatory Statement have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting the following words are defined here:

<i>"ASX"</i>	means ASX Limited.
<i>"Company" or "NGM"</i>	means NGM Resources Limited ABN 27 107 131 653.
<i>"Corporations Act"</i>	means the Corporations Act 2001 (Commonwealth).
<i>"Directors"</i>	means the directors of the Company.
<i>"Explanatory Statement"</i>	means the explanatory statement set out in section 2 of this Notice of Meeting.
<i>"Annual General Meeting"</i>	means the Annual General Meeting of Shareholders convened by this Notice of Meeting.
<i>"Listing Rules"</i>	means the listing rules of ASX.
<i>"Notice of Meeting"</i>	means the notice of Annual General Meeting accompanying the Explanatory Statement.
<i>"ordinary resolution"</i>	means a resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.
<i>"Proxy Form"</i>	means the proxy form accompanying this Notice of Meeting.
<i>"Resolution"</i>	means a resolution set out in this Notice of Meeting.
<i>"Share"</i>	means a fully paid ordinary share in the capital of the Company.
<i>"Shareholder"</i>	means the holder of a Share.



## **Explanatory Statement**

### **RECEIPT OF FINANCIAL STATEMENTS**

To receive the Financial Report, Directors' Report and Auditor's Report

Section 317 of the Corporations Act requires the directors of the Company to lay before the AGM the financial report (including the remuneration report), the directors' report and the auditor's report for the last financial year that ended before the AGM.

In accordance with section 250S of the Corporations Act, shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the meeting (save for Resolution 2 for adoption of the remuneration report).

A copy of the 2010 Annual Financial Statements may be obtained from the Company's website:

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

### **RESOLUTION 1**

#### **Election of Steven Chadwick**

Rule 8.1 of the Company's constitution requires that a director appointed to fill a vacancy must retire at the next meeting of members and, being eligible, may offer themselves for election.

Mr Chadwick was appointed as a director on 22 January 2010. He is the Principal of Spectrum Metallurgical Consultants a Perth, Western Australia based specialist consultancy to the minerals industry. He is a metallurgical graduate from the WA School of Mines and has 30 years experience in the mining industry, incorporating technical, operating and management roles in gold and base metals mining and processing. Mr Chadwick served as Executive Technical Director of ASX listed junior gold company Northern Gold NL from August 1995 to October 2005.

The board of directors, with the exception of Mr Chadwick, unanimously recommend shareholders vote in favour of Mr Chadwick's re-election.

### **RESOLUTION 2**

#### **Adoption of remuneration report**

Sections 249L and 250R of the Corporations Act require that a resolution that the remuneration report be adopted must be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company.

The remuneration report is set out on pages 8 to 11, inclusive within the 2010 annual financial statements.

In accordance with section 250SA of the Corporations Act, the chairman will allow members a reasonable opportunity to ask questions or make statements in relation to the remuneration report.



This page has been left blank intentionally



ABN 27 107 131 653



## PROXY FORM

The Secretary  
NGM Resources Limited  
PO Box 859  
South Perth WA 6951

Fax (08) 9367 2355

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of

NGM Resources Limited, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ to represent my/our voting rights, or in their absence, the chair of the meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:30 am on Monday 22 November 2010 and at any adjournment of that meeting.

I/we direct my/our proxy to vote as indicated below.

Number of shares applicable to proxy: \_\_\_\_\_

	Resolution	For	Against	Abstain
1	Election of Steven Chadwick			
2	Adoption of the Remuneration Report			

If no directions are made, the proxy may abstain or vote at his or her discretion. The chairman intends to votes all undirected proxies in favour of all Resolutions.

**If the member is a company with more than one director, then it must have 2 directors or a director and a company secretary execute this Proxy Form in accordance with section 127 of the Corporations Act.**

**If a member is a sole director company, then this Proxy Form must be executed by the sole director of the company in accordance with section 127 of the Corporations Act.**

EXECUTED by \_\_\_\_\_ )  
ACN/ABN \_\_\_\_\_ )  
in accordance with section 127 of the )  
Corporations Act \_\_\_\_\_ )

.....  
Director/Company Secretary\*  
\*Please specify if sole director and company secretary

.....  
Director

.....  
Name of Director/Company Secretary

.....  
Name of Director (BLOCK LETTERS)

OR (next page)



.....  
Signature

.....  
(Insert capacity in which duly authorised officer is signing for a member which is a company)

**If the member is an individual or joint holders:**

.....  
Signature

.....  
Signature

### **Proxies**

1. A proxy need not be a Shareholder.
2. Shareholders are entitled to appoint up to 2 proxies to attend the Meeting. If you wish to appoint 2 proxies, please copy this proxy form or contact the Company to request another proxy form.
3. If a Shareholder is entitled to cast two or more votes at the Meeting then the Shareholder may appoint 2 proxies. If the Shareholder does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the Shareholder's votes.
4. To be valid, a Shareholder's proxy form (and any power of attorney under which it is signed) must be mailed to **PO Box 859, South Perth, Western Australia 6951, faxed to + 61 (08) 9367 2355** or received at Suite 4, Level 3, The South Shore Centre, 83-85 South Perth Esplanade, South Perth, Western Australia 6151 no later than 48 hours before the commencement of the Meeting (**11:30 am Saturday 20 November 2010**). Any proxy form received after that time will not be valid for the scheduled Meeting.
5. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 5.00pm (WST) on Saturday, 20 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.