

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Rawson Resources Limited ABN 69 082 752 985 (**Company**) will be held at the office of Bell Potter, Level 38, Aurora Place, 88 Phillip Street Sydney NSW 2000, on Thursday 22nd November 2012, commencing 10am Sydney time.

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Date: Monday 15th October 2012

By order of the Board of Rawson Resources Limited

Ian Morgan
Company Secretary

ITEMS OF GENERAL BUSINESS

1. ACCOUNTS AND REPORTS

To receive and consider the financial statements and reports of the Company for the year ended 30th June 2012.

Note: There is no requirement for shareholders to approve these reports.

The 2012 statutory annual report is available for members to access and download from <http://www.rawsonresources.com>.

If you would like to receive a hard copy of the 2012 statutory annual report free of charge you can contact Rawson Resources Limited by telephoning + 61 2 9255 7428.

2. ADOPTION OF THE REMUNERATION REPORT

Resolution 1

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

That the Company adopt the Remuneration Report for the financial year ended 30th June 2012.

Notes:

- *This Resolution is advisory only and does not bind the Company or its Directors.*
- *Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *The Chairman of the meeting intends to vote all available proxies in favour of adopting the Remuneration Report.*
- *If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.*

3. ELECTION OF DIRECTOR

Resolution 2

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

That Paul Adams, a Director retiring from office and eligible to be re-elected, be and is hereby elected as a director of the Company.

Notes:

- *Mr Adams has consented to be re-elected a director of the Company.*
- *The non-candidate Directors unanimously supports the re-election of Mr Paul Adams.*
- *The Chairman of the meeting intends to vote all available proxies in favour of Mr Paul Adams's re-election.*

VOTING RIGHTS AND PROXIES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.

- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

4. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chairman of the meeting will vote all available proxies in favour of all proposed resolutions.

5. VOTING EXCLUSIONS

The Company will disregard any votes cast on Resolution 1 (remuneration report):

- by or on behalf of a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member; or
- as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member

unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with their directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form.

6. LODGING YOUR PROXY

Proxy must be sent by:

- Posting or hand delivery to the Company's registered office at Suite 2, 163 Burns Bay Road, Lane Cove NSW 2066; or
- Facsimile to Rawson Resources Limited on facsimile number +612 9427-1236,

so that it is received not later than 10am Sydney time Tuesday 20th November 2012.

7. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 10am Sydney time Tuesday 20th November 2012 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

EXPLANATORY NOTES

8. FINANCIAL REPORTS

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30th June 2012 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30th June 2012 is set out in the Company's 2012 Annual Report which is available on the Company's website <http://www.rawsonresources.com>

The Remuneration Report sets out the Company's remuneration arrangements for directors. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

The Company encourages all shareholders to cast their votes on Resolution 1 (Remuneration Report). Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the Meeting, other directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1 (Remuneration Report), unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key management personnel of the Consolidated Entity are the directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30th June 2012. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

9. ELECTION OF DIRECTOR RETIRING BY ROTATION

Under ASX Listing Rule 14.4, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election.

Rule 47.1 of the Company's constitution requires that the following directors automatically retire at the end of each annual general meeting:

- 47.1. any Director appointed by the Directors since the last annual general meeting;
- 47.2. one third (or if that is not a whole number, the next lowest whole number) of the other Directors (not counting the managing director) provided that there must be at least one retiring Director; and
- 47.3. any Director for whom this would be the third annual general meeting since their last appointment or 3 years since their last appointment (whichever is the longer).

The Directors who must retire under clause 47.1.3 are those Directors who have been longest in office since their initial appointment on registration or their last election (whichever is later). If they became Directors on the same day, they may agree who retires. If they do not agree, they must select by lot who retires.

Accordingly, Mr Adams is due to retire as a Director at the end of the meeting and offers himself for re-election as a Director.

Mr Paul Adams is a Director with over 30 years of experience in the oil and gas industry, working for a variety of companies in Australia and the United Kingdom. Since 1987 he has provided drafting, digital mapping and database services to the oil and gas industry. He has a Certificate in Cartography from Oxford Polytechnic. He is a member of the Petroleum Exploration Society of Australia and the Australian Society of Exploration Geophysicists and is an associate member of the Mapping Sciences Institute of Australia. Other than Rawson Resources Limited, he has not been a director of any other listed company in the past three years.

10. GLOSSARY

AGM or Annual General Meeting means the annual general meeting to commence 10am Sydney time on Thursday 22nd November 2012 and notified to the Company's Shareholders by this Notice.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or Board of Directors means the board of Directors of the Company.

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).

Company means Rawson Resources Limited ABN 69 082 752 985.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act 2001 means the Corporations Act 2001 (Commonwealth).

Director means a director of the Company.

Explanatory Notes means the notes included in the Notice which convened this 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 Consolidated Entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice means this notice of Annual General Meeting.

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30th June 2012 and which is set out in the 2012 Annual Report.

11. REGISTERED OFFICE

Rawson Resources Limited
Suite 2, 163 Burns Bay Road, Lane Cove NSW 2066
Telephone: + 61 2 9255 7428
<http://www.rawsonresources.com>

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

Reference Number:

Please note it is important you keep this confidential

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00AM (Sydney Time) TUESDAY 20TH NOVEMBER 2012

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 Appointment of Proxy**

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the Securityholder.

Joint Holding: where the holding is in more than one name, all the Securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.00am (Sydney Time) on Thursday, 22nd November 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL OR IN PERSON - Rawson Resources Limited
Suite 2, 163 Burns Bay Road, Lane Cove NSW 2066

BY FAX - +612 9427-1236

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

STEP 1 - Appointment of Proxy

I/We being a member/s of **Rawson Resources Limited** and entitled to attend and vote hereby appoint

<input type="checkbox"/>	the Chairman of the Meeting (mark with an 'X')	OR	<input type="text"/>
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If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Rawson Resources Limited to be held at the office of Bell Potter, Level 38, Aurora Place, 88 Phillip Street Sydney NSW 2000, on Thursday 22nd November 2012, commencing 10am Sydney time** and at any adjournment of that meeting, to act 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.

Chairman authorised to exercise undirected proxies on remuneration related matters: If you have appointed the Chairman of the Meeting as your proxy or the Chairman of the Meeting becomes your proxy by default and you have not directed your proxy how to vote in respect of Resolution 1, you expressly authorise the Chairman of the Meeting to exercise your proxy in respect of these Resolutions even though Resolution 1 is connected with the remuneration of a member of key management personnel for Rawson Resources Limited.

The Chairman of the Meeting will vote all undirected proxies in favour of all Resolutions of business (including Resolution 1). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on a Resolution, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Resolution.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business

Resolution 1 To adopt the Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2 To elect Paul Adams as a director of the Company

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / / 2012

APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

(ABN/ACN/ARBN _____)
(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*) 1. To act as the Company's representative at all General Meetings of Rawson Resources Limited ABN 69 082 752 985.
- (*) 2. To act as the Company's Representative at the Annual General Meeting to be held at the office of Bell Potter, Level 38, Aurora Place, 88 Phillip Street Sydney NSW 2000 on Thursday 22nd November 2012, commencing 10am Sydney time, and any adjournment thereof.

Dated this _____ day of _____ 2012

Executed by the corporation in accordance with its Constitution/Section 127 of the Corporations Act 2001 in the presence of:

(*) Director

(*) Sole Director & Sole Secretary

(*) Director/Secretary

Affix Common Seal here (optional)

() Delete if not applicable*

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of Annual General Meeting which this appointment accompanies or handed in at the Annual General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.