

VULCAN RESOURCES LIMITED

ABN 60 100 072 624

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

19 November 2009

Time of Meeting

4.00pm

Place of Meeting

King Street Room
Rydges Perth
Corner King & Hay Streets
Perth, Western Australia

VULCAN RESOURCES LIMITED

ABN 60 100 072 624

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Vulcan Resources Limited ("**Company**") will be held at the King Street Room, Rydges Perth, Corner King & Hay Streets, Perth, Western Australia on 19 November 2009 at 4.00pm for the purpose of transacting the following business.

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

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of terms used both in this Notice of Annual General Meeting and the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2009 including the Director's Report and the Auditor's Report.

Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following as an **ordinary resolution**:

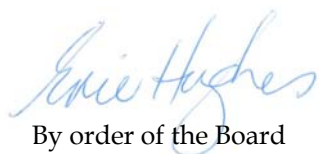
"That the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2009 be adopted."

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

Resolution 2 – Re-election of Mr Michael Blakiston as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Mr Michael Blakiston, being a director of the Company who retires in accordance with rule 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected."



By order of the Board

Mr Eric Hughes
Company Secretary
Dated: 9 October 2009

PROXIES

Votes at the annual general meeting may be given personally or by proxy, attorney or representative.

A shareholder entitled to attend and vote at the above 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 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.

A proxy may, but need not be, a shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer of his attorney duly authorised.

Proxy forms must reach the Registered Office of the Company at least 48 hours prior to the meeting. For the convenience of shareholders, a Proxy Form is enclosed.

VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that Shares held as at 5:00 pm on 17 November 2009 will be taken, for the purposes of the general meeting, to be held by the persons who held them at that time.

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 the Annual General Meeting.

Vulcan Resources Limited

ABN 60 100 072 624

All correspondence to:
Vulcan Resources Limited
PO Box 1081, West Perth
Western Australia 6872, Australia
Enquiries +61 8 9485 2929
Facsimile: +61 8 9486 4933
www.vulcanresources.com.au

Proxy Form

I/We (name of shareholder)

of (address)

being a member/s of Vulcan Resources Limited HEREBY APPOINT

(name)

of (address)

and/or failing him (name)

of (address)

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 19 November 2009 at 4.00pm at the King Street Room, Rydges Perth, Corner King & Hay Streets, Perth.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

For Against Abstain

Resolution 1 – Non Binding Resolution to adopt Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2 – Re-election of Mr Michael Blakiston as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

<input type="checkbox"/>

The Chair intends to vote undirected proxies in favour of the Resolutions.

Dated: 2009

This Proxy is appointed to represent ____% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes. My total voting right is ____ shares

If the shareholder is an individual:

If the shareholder is a company:

Affix common seal (if required by Constitution)

.....
Signature

.....
Director/Sole Director and Secretary

.....
Name

.....
Director/Secretary

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. 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.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the Company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. 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.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting **that is by 4.00pm WST on 17 November 2009** by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in anyway that the proxy sees fit.

VULCAN RESOURCES LIMITED

ABN 60 100 072 624

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 of Vulcan Resources Limited ("**Vulcan**" or the "**Company**").

FINANCIAL REPORTS

Shareholders will be given an opportunity to ask questions in relation to the accounts of the Company at the Annual General Meeting.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's Annual Report 2009. The vote on the resolution is advisory only and does not bind the Directors of the Company. The Remuneration Report is set out in the Company's Annual Report 2009 and is also available on the Company's website (www.vulcanresources.com.au).

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors of Vulcan Resources Limited, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

RESOLUTION 2 - RE-ELECTION OF MR MICHAEL BLAKISTON AS A DIRECTOR

Pursuant to Rule 13.2 of the Company's Constitution, Mr Michael Blakiston, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Blakiston is a practicing solicitor with legal experience in the resources sector. Mr Blakiston holds the degrees of Bachelor of Jurisprudence and Bachelor of Laws from the University of Western Australia and is a partner of the corporate and resource law firm, Blakiston & Crabb. Mr Blakiston has been practicing law for over 28 years.

Mr Blakiston has extensive commercial experience both in advisory and directorial capacities having been involved in project assessment, structuring and financing, joint ventures and strategic alliances in the resource industry. In addition, Mr Blakiston has experience in initial public offerings, takeovers and mergers, corporate and project fundraisings (either with debt or equity), construction, off-take and sales contracts.

GLOSSARY

"**Board**" means the board of Directors;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Company**" or "**Vulcan**" means Vulcan Resources Limited ABN 60 100 072 624;

"**Directors**" means Directors of the Company;

"**Explanatory Memorandum**" means this information attached to the Notice, which provides information to shareholders about the resolutions contained in the Notice;

"**Meeting**" means the annual general meeting the subject of the Notice;

"**Notice**" or "**Notice of Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum;

"**Shares**" means fully paid ordinary shares issued in the capital of the Company; and

"**WST**" means Australian Western Standard Time.