

**GREAT AUSTRALIAN RESOURCES LIMITED**  
**ABN 13 106 874 917**

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

**Date of Meeting**  
**30 November 2009**

**Time of Meeting**  
**9:00 am**

**PLACE OF MEETING**  
**23 Altona Street**  
**WEST PERTH WA 6005**

*The 2009 Annual Report may be viewed on the Company's website at*

*[www.greataustralian.com.au](http://www.greataustralian.com.au)*

**GREAT AUSTRALIAN RESOURCES LIMITED**  
**ABN 13 106 874 917**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2009 Annual General Meeting of shareholders of Great Australian Resources Limited ("**Company**") will be held at 23 Altona Street, West Perth WA on 30 November 2009 at 9:00 am for the purpose of transacting the following Business.

**ORDINARY BUSINESS**

**2009 Financial Statements**

To receive the financial statements of the Company for the year ended 30 June 2009, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

**Resolution 1 – Election of Johan Meyer as a Director**

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

*"That Johan Meyer having been appointed as a director of the Company since the previous meeting be elected a director of the Company."*

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| Pursuant to the Company's Constitution a director appointed by the board to fill a casual vacancy holds office until the next Annual General Meeting of the Company and is then eligible for re-election. |
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**Resolution 2 – Election of Evan Kirby as a Director**

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

*"That Evan Kirby having been appointed as a director of the Company since the previous meeting be elected a director of the Company."*

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| Pursuant to the Company's Constitution a director appointed by the board to fill a casual vacancy holds office until the next Annual General Meeting of the Company and is then eligible for re-election. |
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**Resolution 3 – Election of Bernard Olivier as a Director**

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

*"That Bernard Olivier having been appointed as a director of the Company since the previous meeting be elected a director of the Company."*

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| Pursuant to the Company's Constitution a director appointed by the board to fill a casual vacancy holds office until the next Annual General Meeting of the Company and is then eligible for re-election. |
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**Resolution 4 – Election of Louis Carroll as a Director**

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

*"That Louis Carroll having been appointed as a director of the Company since the previous meeting be elected a director of the Company."*

Pursuant to the Company's Constitution a director appointed by the board to fill a casual vacancy holds office until the next Annual General Meeting of the Company and is then eligible for re-election.

**Resolution 5 – Election of Grant Button as a Director**

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

*"That Grant Button having been appointed as a director of the Company since the previous meeting be elected a director of the Company."*

Pursuant to the Company's Constitution a director appointed by the board to fill a casual vacancy holds office until the next Annual General Meeting of the Company and is then eligible for re-election.

**Resolution 6 – Election of Richard Rossiter as a Director**

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

*"That Richard Rossiter having been appointed as a director of the Company since the previous meeting be elected a director of the Company."*

Pursuant to the Company's Constitution a director appointed by the board to fill a casual vacancy holds office until the next Annual General Meeting of the Company and is then eligible for re-election.

**Resolution 7 – Re-election of Gerry Nealon as a Director**

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

*"That Gerry Nealon having retired as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election be re-elected a director of the Company."*

Pursuant to the Company's Constitution, one-third of the directors of the Company (other than the managing director) must retire at each Annual General Meeting and being eligible may offer themselves for re-election.

**Resolution 8 – Remuneration Report**

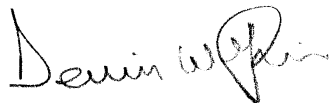
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That the Remuneration Report forming part of the Company's 2009 Annual Report be adopted."*

Section 250R of the Corporations Act requires a listed company to put to shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the company's annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory and does not bind the company's directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

By order of the Board



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Dennis Wilkins  
Company Secretary  
Date: 23 October 2009


**GREAT AUSTRALIAN RESOURCES LIMITED**

**ABN 13 106 874 917**  
**PROXY FORM**

The Company Secretary  
 Great Australian Resources Limited  
 C/- 23 Altona Street  
 WEST PERTH WA 6005  
 Facsimile: +61 8 9389 2199

I/We (name of shareholder) .....  
 of (address) .....  
 being a member/members of Great Australian Resources Limited HEREBY APPOINT  
 (name) .....  
 of (address) .....  
 and/or failing them (name) .....  
 of (address) .....  
 or failing that person then the Chairperson of the 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 30 November 2009 and at any adjournment of the meeting.

**PROXY INSTRUCTIONS**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <p>If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.</p> <p>If the Chair of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.</p> <p>If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chair has advised that his intention is to vote in favour of all resolutions.</p> |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|

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

| I/We direct my/our Proxy to vote in the following manner: | For                      | Against                  | Abstain                  |
|-----------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Election of Johan Meyer                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Election of Evan Kirby                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Election of Bernard Oliver                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – Election of Louis Carroll                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 – Election of Grant Button                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 – Election of Richard Rossiter               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 – Re - election of Gerry Nealon              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 – Adoption of Remuneration Report            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

|                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><i><b>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</b></i></p> <p style="text-align: center;"><i><b>My total voting right is _____ shares</b></i></p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dated \_\_\_\_\_

If the shareholder is an individual:

Signature: \_\_\_\_\_

If the shareholder is a company:

\_\_\_\_\_  
 Director/Sole Director and Secretary

\_\_\_\_\_  
 Director/Secretary

\_\_\_\_\_  
 Print name

\_\_\_\_\_  
 Print name

### **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 in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each 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 Annual General Meeting **that is by 9:00 am (Perth Time) on 28 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; and
  - (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; and
  - (c) if the proxy is the 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 any way that the proxy sees fit.