
LACHLAN STAR LIMITED

ABN 88 000 759 535

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11am (WST)

DATE: 23rd December 2010

PLACE: Lower Ground Floor
57 Havelock 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) 9481 0051.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11am (WST) on Thursday 23rd December 2010 at Lower Ground Floor, 57 Havelock Street, West Perth WA 6005.

HOW TO VOTE

You may vote by attending the Extraordinary General Meeting in person, by proxy, or (if you are a body corporate) by an authorised representative.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. Under section 250D of the Corporations Act, a body corporate appointed as a Shareholder's proxy must, if it wishes to exercise its rights and powers as a proxy at the AGM, appoint a representative to exercise those rights and powers. The certificate of appointment must be lodged with the Company and/or the Share Registrar, Computershare Investor Services Pty Limited, before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available at www.computershare.com.au or on request by contacting Computershare Investor Services Pty Limited on telephone number 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

To vote by proxy, please complete and sign the enclosed Proxy Form and return (together with the original of any power of attorney or other authority, if any, or a certified copy of that power of attorney or other authority under which the proxy form is signed):

- (a) to Computershare Investor Services Pty Limited in accordance with the instructions on the Proxy Form;
- (b) by post to Lachlan Star Limited, PO Box 1523, West Perth, Western Australia, 6872;
- (c) by facsimile to the Company on facsimile number (+61 8) 9481 0052;
- (d) in person to the Company at Lower Ground Floor, 57 Havelock Street, West Perth, WA 6005; or
- (e) electronically at the Share Registry website www.investorvote.com.au,

by 11:00am (Perth Time) 21st December 2010.

For intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions so that it is received not later than 11am (WST) on Tuesday 21st December 2010. **Proxy Forms received later than this time will be invalid.**

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify the number or proportion, each proxy may exercise half the votes.

VOTING BY CORPORATE REPRESENTATIVE

A body corporate may appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Share Registrar, Computershare Investor Services Pty Limited, before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available at www.computershare.com.au or on request by contacting Computershare Investor Services Pty Limited on telephone number 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

ENQUIRIES

Shareholders are asked to contact the Company Secretary, Mr Robert Anderson, on (+61 8) 9481 0051 if they have any queries in respect of the matters set out in these documents

NOTICE OF GENERAL MEETING

Notice is given that an Extraordinary General Meeting of Shareholders will be held at 11am (WST) on Thursday 23rd December 2010 at Lower Ground Floor, 57 Havelock Street, West Perth WA 6005.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement forms 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 General Meeting are those who are registered Shareholders of the Company at 5pm (WST) on Tuesday 21st December 2010.

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

AGENDA

RESOLUTION 1 – APPROVAL OF SIGNIFICANT TRANSACTION

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

“That, for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, the Company approves the proposed acquisition of 100% of the shares in DMC Newco, the details of which are outlined in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2 – ISSUE OF SHARES TO INSTITUTIONAL AND OTHER EXEMPT INVESTORS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 550,000,000 Shares to institutional and other Exempt Investors at an issue price per Share of no less than 80% of the 5 day volume weighted average price prior to the share issue, in partial consideration for the acquisition of the CMD Project on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons. However, the Company need not disregard

a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 3 – ISSUE OF SHARES TO THE VENDORS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000,000 Shares to the Vendors at a deemed issue price of \$0.01 each in partial consideration for the acquisition of the CMD Project on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Vendors, any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 4 – ISSUE OF UNLISTED OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves the issue of up to:

- (i) 10,000,000 2 cent Unlisted Options exercisable on or before 20 December 2013; and*
- (ii) 10,000,000 2.5 cent Unlisted Options exercisable on or before 20 December 2013*

by way of remuneration to employees and consultants of the CMD Project on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 22nd November 2010

By order of the Board

Mr Robert Anderson
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11am (WST) on Thursday 23rd December 2010 at Lower Ground Floor, 57 Havelock Street, West Perth WA 6005.

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.

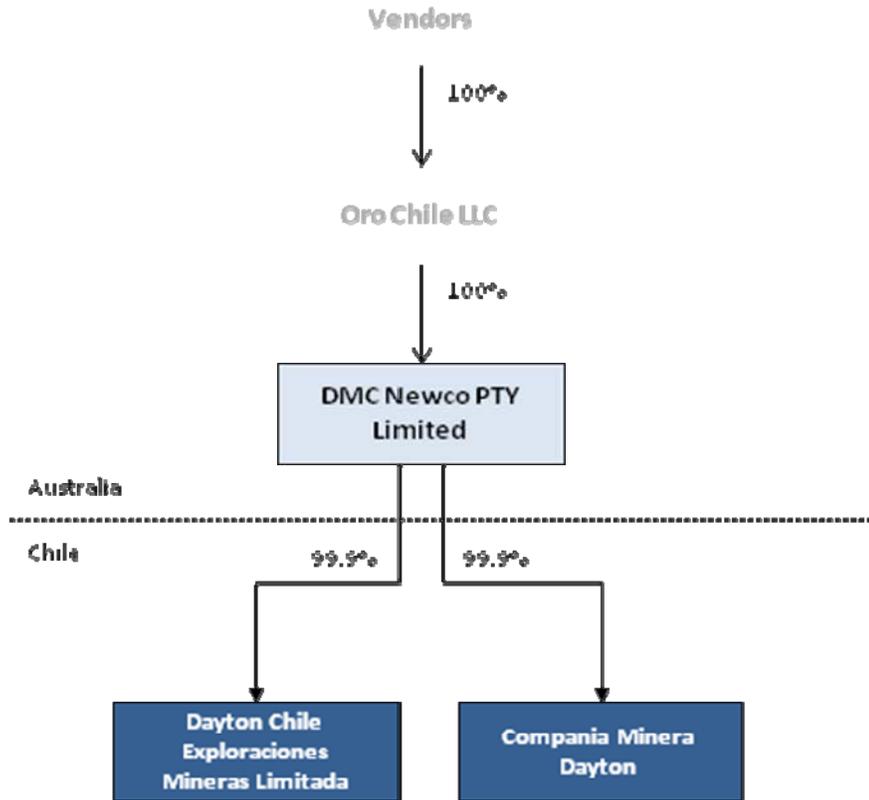
1. RESOLUTION 1 – APPROVAL OF SIGNIFICANT TRANSACTION

1.1 Transaction details of the CMD Project acquisition

The Company has identified the gold industry as presenting significant opportunities to enhance shareholder value. The Company has reached agreement with the five shareholders of Oro Chile LLC (**the Vendors**) to acquire 100% of DMC Newco (**Proposed Acquisition**), a company that in turn owns 100% of two Chilean companies, Compañia Minera Dayton (CMD) and Dayton Chile Exploraciones Mineras Limitada (DCEM). CMD and DCEM collectively own a 100% interest in the Compañía Minera Dayton Project, located in Andacollo approximately 350km north of Santiago in Chile (**CMD Project**).

The CMD Project is an operating open pit heap leach gold mine that commenced production in 1995 and has produced approximately 830,000 ounces of gold since operations commenced. The CMD Project is located approximately adjacent (100m) to the large Andacollo copper gold mine owned by Teck that is forecast to produce 80,000 tonnes of copper and 60,000 ounces of gold per annum over a mine life in excess of 20 years.

The current ownership of the CMD Project is as follows:



The initial consideration for the acquisition of the CMD Project is a payment of US\$19 million (assuming an exchange rate of 1:1 for the AUD/USD), consisting of a cash consideration of US\$9 million and the issue of 1,000,000,000 Shares in the Company. This initial consideration will be paid upon transfer of the shares in DMC Newco Pty Ltd, the Australian holding company for the CMD project, to the Company.

A deposit of US\$1.5 million is payable to the Vendors upon the execution of the Share Sale Agreement, with the remaining US\$7.5 million cash consideration payable at settlement. The deposit will be held in escrow and will be refundable to the Company in the event that the transaction does not proceed due to events outside the Company's control, but non refundable in the event that the Company is unable to proceed with the transaction due to being unable to raise sufficient finance. Completion is to occur by 18 January 2011 unless mutually agreed by the parties in writing.

The cash component of the initial consideration will be satisfied through a combination of some or all of the following financing options:

- existing cash on hand;
- the issue of up to 550,000,000 Shares at an issue price of no less than 80% of the 5 day volume weighted average price prior to the share issue, which is the subject of Resolution 2;
- debt facilities; and/or
- the sale of some or all of the Company's stake in Luiiri Gold Limited (currently valued at \$5.0 million).

The share component of the initial payment is to be satisfied through the issue of up to 1,000,000,000 Shares at a deemed issue price of \$0.01 each, which is the subject of Resolution 3.

In addition to the initial consideration, there are a series of deferred consideration payments, some of which are related to the achievement of specified gold production, which may become payable. The payment terms are as follows:

- a) deferred consideration equal to 2.5% of the value of the gold produced from the existing open pit inventory contained within the pit designs and other specific deposits with mineralisation that may be economically exploited using open pit methods (the **Mineral Inventory** collectively) between 1 January 2011 and 31 December 2014; and
- b) deferred consideration equal to 25% of the value of the gold produced from the Mineral Inventory between 1 January 2011 and 31 December 2014 over and above 119,000 ounces; and

(together, the "**Performance-Based Deferred Consideration**")

- c) repayment of a shareholder loan of US\$1.3m starting in July 2011 at \$100,000/month; and
- d) deferred consideration of US\$0.5m in cash payable on 1 January 2013; and
- e) deferred consideration of US\$0.5m in cash payable on 1 April 2013.

In the event the Company is required to make the Performance-Based Deferred Consideration payments, the method of financing will be determined at the time depending on the prevailing market conditions and may take the form of a rights issue, further placement, debt funding (either plain debt or by way of convertible note), or from future cash flows.

The Company intends to pursue the strategy of developing the CMD Project, continuing exploration at the Bushranger Copper Project, managing its investment in Luri Gold Limited, and growing the Company through further acquisitions within the resource sector, with a strategic focus in the bulk commodities, copper and gold sectors.

Completion of the acquisition is conditional upon, amongst others:

- (a) the Company obtaining shareholder approval to the Proposed Acquisition;
- (b) the Company obtaining the necessary funding to purchase the DMC Newco shares; and
- (c) execution of a voluntary escrow deed under which the Vendors agree to the voluntary escrow of the Company Shares they hold for a period of six months following settlement of the transaction.

As a result of the transaction the Vendors will become the largest shareholders in the Company with a combined total of approximately 31.6%.

The Company's existing and future capital structure (subject to shareholders passing Resolutions 1, 2, 3 and 4, the Company's Rights Issue announced on 17 November 2010, and the maximum number of approved shares being allotted) is as follows:

<i>Ordinary shares</i>	Pre EGM		Post EGM	
On issue	1,079,867,371		1,079,867,371	
Placement (up to)	-		550,000,000	
Rights Issue (up to)	-		539,933,686	
Vendor issue	-		1,000,000,000	
Total	1,079,867,317		3,169,801,057	
<i>Unlisted options</i>				
Expiry	Number	Exercise price	Number	Exercise price
20/04/11	2,500,000	\$0.035	2,500,000	\$0.035
18/11/11	22,500,000	\$0.02	22,500,000	\$0.02
18/11/12	22,500,000	\$0.025	22,500,000	\$0.025
20/12/13	-	-	10,000,000	\$0.02
20/12/13	-	-	10,000,000	\$0.025

1.2 Information required by ASX Listing Rule 11.1.2

ASX Listing Rule 11.1 provides that if a company proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities it must provide full details to ASX as soon as possible. A proforma balance sheet and risk factors are provided below for this purpose.

The proforma balance sheet reflects both the acquisition of the CMD Project and the revaluation of its investment in its Luri Gold Limited shares to their current market value.

The Company's announcement to ASX on 17 November 2010 outlining the CMD Project transaction is attached as Annexure "C" to this Notice of Meeting.

Lachlan Star Limited proforma balance sheet

	Audited 30-Jun-10 \$000	CMD Project equity raising \$000	CMD Project due diligence \$000	CMD Project cash consideration \$000	CMD Project owners loan repayment \$000	CMD Project allocation of consideration \$000	CMD Project Vendor shares \$000	CMD Project deferred consideration \$000	Luiri Gold Limited EGM costs \$000	Market value Luiri Gold Limited shares \$000	Unaudited post CMD transaction \$000
Current assets											
Cash and cash equivalents	3,856	10,625	-200	-10,000	-1,300	-34			-150		2,797
Inventories						7,547					7,547
Other receivables	126					9,468					9,594
Total current assets	3,982	10,625	-200	-10,000	-1,300	16,981	0	0	-150	0	19,938
Non-current assets											0
Exploration and evaluation	2,527					0					2,527
Investment in Oro Project				9,909		-23,423	10,000	3,514			0
Mineral assets						33,000					33,000
Goodwill						425					425
Property, plant and equipment	41					500					541
Equity accounted investments	1,396									3,579	4,975
Total non-current assets	3,964	0	0	9,909	0	10,502	10,000	3,514	0	3,579	41,468
Total assets	7,946	10,625	-200	-91	-1,300	27,483	10,000	3,514	-150	3,579	61,406
Current liabilities											
Trade and other payables	141				-1,124	19,571					18,588
Total current liabilities	141	0	0	0	-1,124	19,571	0	0	0	0	18,588
Non-current liabilities											
Loans						1,236					1,236
Provisions						6,676		3,514			10,190
Total non-current liabilities	0	0	0	0	0	7,912	0	3,514	0	0	11,426
Total liabilities	141	0	0	0	-1,124	27,483	0	3,514	0	0	30,014
Net assets	7,805	10,625	-200	-91	-176	0	10,000	0	-150	3,579	31,392
Equity											
Contributed equity	146,145	10,625					10,000				166,770
Reserves	649										649
Accumulated losses	-138,989		-200	-91	-176				-150	3,579	-136,027
Total equity	7,805	10,625	-200	-91	-176	0	10,000	0	-150	3,579	31,392

The acquisition of the CMD Project has been provisionally treated as a "Business Acquisition" in accordance with AASB 3 "Business Combinations". The Company will recognise any adjustments to provisional acquisition values within 12 months of the acquisition date.

Risk factors

The proposed transaction will expose the Company to a number of risks which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls but some are outside the control of the Company and cannot be mitigated. Some of the factors which investors should consider before they make a decision whether or not to invest in the Company include, but are not limited to, the risks described in this Section.

Whilst the Directors recommend voting in favour of the transaction, shareholders should carefully consider the risk factors involved in the transaction, including those set out below.

(i) Mineral industry risks

(a) Exploration and development risks

Exploration is a high risk activity that requires large amounts of expenditure over extended periods of time.

There is no assurance that exploration and development of the mineral interests owned by CMD and DCEM can be profitably exploited.

(b) Production risks

The Company's ability to produce mineral products may be hampered by the unavailability of power and other utilities, roads and infrastructure.

(c) Development and mining risks

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable ore bodies, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. In addition, the Company may be subject to reduced ore treatment rates through the proposed processing plant, higher treatment costs and worse than anticipated metallurgical characteristics. No assurance can be given that the Company will achieve commercial viability through the development and/or mining of its projects and treatment of ore.

(d) Title risk

The Tenements are subject to various conditions, obligations and terms. If renewal is required this may be at the discretion of the relevant government minister or official. If approval for renewal is refused, the Company will suffer a loss of the opportunity

to undertake further exploration and/or exploitation of the Tenements.

(e) Commodity price volatility risk

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for precious metals, forward selling by producers, and production cost levels in major metal-producing regions. In addition, government regulations (including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection) may affect the marketability and price of natural resources.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(f) Environmental risks

Inherent in mining and exploration operations is a real environmental risk. The legal framework governing this area is constantly developing in all jurisdictions. Thus the Company is unable to fully ascertain any future liability that may arise from any new laws or regulations.

Mineral exploration and production can be environmentally sensitive activities which can give rise to substantial costs for environmental rehabilitation, damage, control and losses.

(g) Reserves and Resources risks

Reserve and resource estimates are expressions of judgement based on experience, knowledge and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, resource and reserve estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.

As further information becomes available through additional drilling and analysis, the estimates are likely to change. This may result in alterations to development and production plans which may adversely affect the Company's operations.

(ii) Company specific risks

(a) Reliance on key personnel

The Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of such personnel could have an adverse effect on the Company.

(b) Future funding

The future capital requirements of the Company will depend on many factors including its business development activities. The Company believes its available cash will be adequate to fund its business development activities, exploration program and other objectives in the short term.

Should the Company require additional funding there can be no assurance that additional financing will be available on acceptable terms, or at all. Any inability to obtain additional finance, if required, would have a material adverse effect on the Company's business and its financial condition and performance.

(c) Sovereign risk

The Company's proposed operations in Chile are subject to the usual risks associated with operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety and labour relations, as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

Any future material adverse changes in government policies or legislation in Chile that affect foreign ownership, mineral exploration, development or mining activities may affect the viability and profitability of the Company and its projects.

ASX has advised that pursuant to ASX Listing Rule 11.1.2, the Company should seek Shareholder approval in respect to the Proposed Acquisition. Resolution 1 therefore seeks approval from Shareholders for the Company to complete the Proposed Acquisition.

The Directors all recommend that shareholders vote in favour of this resolution.

2. RESOLUTION 2 – ISSUE OF SHARES TO INSTITUTIONAL AND OTHER EXEMPT INVESTORS

2.1 General

Resolution 2 seeks Shareholder approval for the allotment and issue of up to 550,000,000 Shares at an issue price per Share of no less than 80% of the 5 day volume weighted average price prior to the Share issue to institutional and other Exempt Investors in partial consideration for the acquisition of the CMD Project (“**Placement**”). The purpose of the Placement is to partly satisfy the cash component of the consideration payable by the Company for the acquisition of the CMD Project as described in Section 1 above. The proposed allottees are not related parties of the Company.

The Placement will be made to Exempt Investors to whom the Company is not required to issue a disclosure document in respect of that issue. The proposed allottees are not related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. The effect of Resolution 2 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company’s 15% ASX Listing Rule 7.1 placement capacity.

2.2 Information required by ASX Listing Rule 7.3

For the purpose of Listing Rule 7.1 and in compliance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 550,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price per Share will be no less than 80% of the 5 day volume weighted average price prior to the Share issue;
- (d) the Shares will be allotted and issued to institutional and other Exempt Investors;
- (e) the Shares issued will be fully paid ordinary shares in the Company and will be issued on the same terms and conditions as the Company’s existing Shares; and
- (f) the intended use of the funds is as set out in Section 1 above.

The Directors all recommend that shareholders vote in favour of this resolution.

3. RESOLUTION 3 – ISSUE OF SHARES TO THE VENDORS

3.1 General

Resolution 3 seeks Shareholder approval for the allotment and issue of 1,000,000,000 Shares at a deemed issue price of \$0.01 per Share to the Vendors in partial consideration for the acquisition of the CMD Project (“**Vendor Issue**”). The purpose of the Vendor Issue is to satisfy the share component of the consideration payable by the Company for the acquisition of the CMD Project as described in Section 1 above.

The proposed allottees, the Vendors, are not related parties of the Company or of each other except that Satuit LLC is a 50% member of Strategic Natural Resources LLC, and Peter Babin, who will be appointed as a Lachlan director on completion of the transaction, is a manager of each of Oro Chile LCC, Satuit LLC and Strategic Natural Resources LLC. The Placement will be made to Exempt Investors to whom the Company is not required to issue a disclosure document in respect of that issue. As a result of the Vendor Issue, no single Vendor will acquire more than 20% of the post Issue capital of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. The effect of Resolution 3 will be to allow the Directors to issue the Shares pursuant to the Vendor Issue during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company’s 15% annual placement capacity.

3.2 Information required by ASX Listing Rule 7.1

For the purpose of Listing Rule 7.1 and in compliance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 1,000,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the deemed issue price will be \$0.01 per Share;
- (d) the Shares will be allotted and issued to the Vendors;
- (e) the Shares issued will be fully paid ordinary shares in the Company and will be issued on the same terms and conditions as the Company’s existing Shares; and
- (f) no funds will be raised pursuant to the Vendor Issue as the Shares are being issued as partial consideration for the acquisition of the CMD Project as described in Section 1 above.

The Directors all recommend that shareholders vote in favour of this resolution.

4. RESOLUTION 4 – ISSUE OF UNLISTED OPTIONS

4.1 Shareholders are being asked to approve the issue of Unlisted Options on the following terms to senior employees and consultants of the CMD Project, at no cost and as part of their remuneration arrangements:

- up to 10,000,000 Unlisted Options exercisable at 2 cents per share, expiring 20 December 2013, vesting immediately; and
- up to 10,000,000 Unlisted Options exercisable at 2.5 cents per share, expiring 20 December 2013, vesting immediately

4.2 None of these individuals are related parties of the Company.

4.3 Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of these Unlisted Options. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. By approving this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.4 Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the approval of the options issue:

- a) up to 20,000,000 Unlisted Options are proposed to be issued on the terms set out in paragraph 4.1;
- b) the securities will be issued no later than 3 months after the date of the general meeting;
- c) the Company will not raise any funds from the issue of the Unlisted Options but if all the Unlisted Options are exercised the Company will receive \$450,000;
- d) Shares issued on exercise of the Unlisted Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- e) the Unlisted Options will be allotted and issued to senior employees and consultants of the CMD Project;
- f) the securities will be issued for no cash consideration and will be issued on the terms and conditions set out in Annexures "A" and "B" to this Explanatory Memorandum; and
- g) the funds raised from the exercise of the Unlisted Options will be used for working capital purposes.

The Directors all recommend that shareholders vote in favour of this resolution.

GLOSSARY

Extraordinary General Meeting or EGM means the meeting convened by this Notice of Meeting.

ASX means ASX Limited.

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.

CMD Project means the Compañía Minera Dayton Project in Chile.

Company means Lachlan Star Limited (ABN 88 000 759 535).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of the Company.

DMC Newco means DMC Newco Pty Ltd ACN 134 784 642.

Exempt Investor means an investor falling within section 708 of the Corporations Act.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Luri Gold means Luri Gold Limited (ARBN 139 588 926)

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

Share Registrar means Computershare Investor Services Pty Limited.

Unlisted Option means an unlisted option over a Share.

Vendors mean the five shareholders of Oro Chile LLC, being (1) James W. Stuckert, as trustee for the James W. Stuckert Revocable Trust (2) Satuit LLC (3) S. Oden Howell, Jr. (4) Collwood Corporation (5) Strategic Natural Resources LLC

Vendor Issue means the issue of Shares to the Vendors, the subject of Resolution 3.

WST means the time in Perth, Western Australia.

ANNEXURE "A"

TERMS AND CONDITIONS OF 2¢ OPTIONS

1. No monies will be payable for the issue of the options.
2. A certificate will be issued for the options.
3. The options will expire on 20 December 2013 ("expiry date") and may be exercised at any time prior to the expiry date.
4. Subject to conditions 12 and 13, each option is a right in favour of the option holder to subscribe for 1 fully paid ordinary share in the capital of the Company ("share").
5. Shares allotted to option holders on the exercise of the options will be issued upon payment of a price of 2¢ each ("exercise price").
6. The exercise price of shares the subject of the options will be payable in full on the exercise of the options, for the options exercised.
7. Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to exercise all or a specified number of the options held by the option holder accompanied by a option certificate and a cheque made payable to the Company for the subscription price for the exercise of the specified options. An exercise of only some of the options will not affect the rights of the option holder to the balance of the options held by him.
8. The Company will allot the resultant shares and deliver the holding statement within 5 business days after the exercise of the option.
9. The options will be transferable but will not be listed for official quotation on ASX Limited ("ASX").
10. There will be no participating entitlements inherent in the options to participate in new issues of capital that may be offered to shareholders during the currency of the options. Prior to any new pro-rata issue of securities to shareholders, holders of options will be notified by the Company in accordance with the requirements of the ASX Listing Rules.
11. In the event the Company proceeds with a pro-rata issue (except a bonus issue) of the securities to the holders of shares after the date of issue of the options, the exercise price of the options will be adjusted in accordance with a formula set out in ASX Listing Rule 6.22.2, with such adjustment to take effect on and from the final date of allotment of the securities comprised in that issue.

12. In the event of a bonus issue of securities, the number of shares over which the options are exercisable may be increased by the number of shares that the option holders would have received if the options had been exercised before the record date for the bonus issue.
13. In the event of a reconstruction, including the consolidation, subdivision, reduction or return of issue capital of the Company prior to the expiry date, all rights of an option holder are to be changed in a manner consistent with the ASX Listing Rules.
14. There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue or a pro rata issue) during the currency of the options.
15. Shares allotted pursuant to an exercise of options will rank, from the date of allotment, equally with existing ordinary fully paid shares of the Company in all respects.
16. In accordance with the ASX Listing Rules the Company will apply for Official Quotation of all shares allotted pursuant to an exercise of options.

ANNEXURE "B"

TERMS AND CONDITIONS OF 2.5¢ OPTIONS

1. No monies will be payable for the issue of the options.
2. A certificate will be issued for the options.
3. The options will expire on 20 December 2013 ("expiry date") and may be exercised at any time prior to the expiry date.
4. Subject to conditions 12 and 13, each option is a right in favour of the option holder to subscribe for 1 fully paid ordinary share in the capital of the Company ("share").
5. Shares allotted to option holders on the exercise of the options will be issued upon payment of a price of 2.5¢ each ("exercise price").
6. The exercise price of shares the subject of the options will be payable in full on the exercise of the options, for the options exercised.
7. Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to exercise all or a specified number of the options held by the option holder accompanied by a option certificate and a cheque made payable to the Company for the subscription price for the exercise of the specified options. An exercise of only some of the options will not affect the rights of the option holder to the balance of the options held by him.
8. The Company will allot the resultant shares and deliver the share certificate or holding statement within 5 business days after the exercise of the option.
9. The options will be transferable but will not be listed for official quotation on ASX Limited ("ASX").
10. There will be no participating entitlements inherent in the options to participate in new issues of capital that may be offered to shareholders during the currency of the options. Prior to any new pro-rata issue of securities to shareholders, holders of options will be notified by the Company in accordance with the requirements of the ASX Listing Rules.
11. In the event the Company proceeds with a pro-rata issue (except a bonus issue) of the securities to the holders of shares after the date of issue of the options, the exercise price of the options will be adjusted in accordance with a formula set out in ASX Listing Rule 6.22.2, with such adjustment to take effect on and from the final date of allotment of the securities comprised in that issue.

12. In the event of a bonus issue of securities, the number of shares over which the options are exercisable may be increased by the number of shares that the option holders would have received if the options had been exercised before the record date for the bonus issue.
13. In the event of a reconstruction, including the consolidation, subdivision, reduction or return of issue capital of the Company prior to the expiry date, all rights of an option holder are to be changed in a manner consistent with the ASX Listing Rules.
14. There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue or a pro rata issue) during the currency of the options.
15. Shares allotted pursuant to an exercise of options will rank, from the date of allotment, equally with existing ordinary fully paid shares of the Company in all respects.
16. In accordance with the ASX Listing Rules the Company will apply for Official Quotation shares allotted pursuant to an exercise of options.

**ANNEXURE “C”
COMPANY ASX ANNOUNCEMENT 17 NOVEMBER 2010**

ACQUISITION OF OPERATING GOLD MINE IN CHILE

Lachlan Star Limited (Lachlan) has signed a binding share sale agreement to acquire 100% of DMC Newco Pty Ltd, a company that in turn owns 100% of two Chilean companies, Compañía Minera Dayton (CMD) and Dayton Chile Exploraciones Mineras Limitada (DCEM). CMD and DCEM collectively own a 100% interest in the CMD Project, located in Andacollo approximately 350km north of Santiago (Figure 1).

Figure 1 – CMD Project Location



Figure 1

CMD Project

The CMD Project is an operating open pit heap leach gold mine that commenced production in 1995 and has produced approximately 830,000 ounces of gold since operations commenced. The CMD Project is located immediately adjacent (100m) to the large Andacollo copper gold mine owned by Teck that is forecast to produce 80,000 tonnes of copper and 60,000 ounces of gold per annum over a mine life in excess of 20 years.

The assets of the CMD Project include:

- Existing unhedged gold production (circa 40,000 to 50,000 ounces per annum) with incumbent management;

- Exploration targets for the known mineralisation ranging between 53.3 Mt grading 0.65 g/t Au to 79.8 Mt grading 0.68 g/t Au containing between 1.1 million and 1.7 million ounces of gold¹;
- Excellent exploration potential to define significant resources as the known mineralisation is open either along strike, or at depth, or both;
- Underutilised 8Mtpa production facility currently running at 1/3 capacity;
- 100 tpd ball mill and CIL circuit;
- Water rights in excess of that required for production and
- Carry forward tax losses of approximately US\$65 million and a capital repatriation credit of approximately US\$30 million²

Figure 2 below shows the location of the CMD Project (in red outline) and the adjacent Teck Andacollo operation. The Los Loas pits are located approximately 5km north of the heap leach facility, whilst the remaining CMD deposits are all located within 1 to 2km of the heap leach facility. Approximately 70% of the forecast gold production under the current mine plan is scheduled to be sourced from the Los Loas pits.

Figure 2 – CMD Project



Figure 2

Figure 3 shows the crushing circuit and view over the Tres Perlas and Churrumata pits towards the Teck Andacollo mine from the heap leach pads.

Figure 3 Crushing Plant and Pits

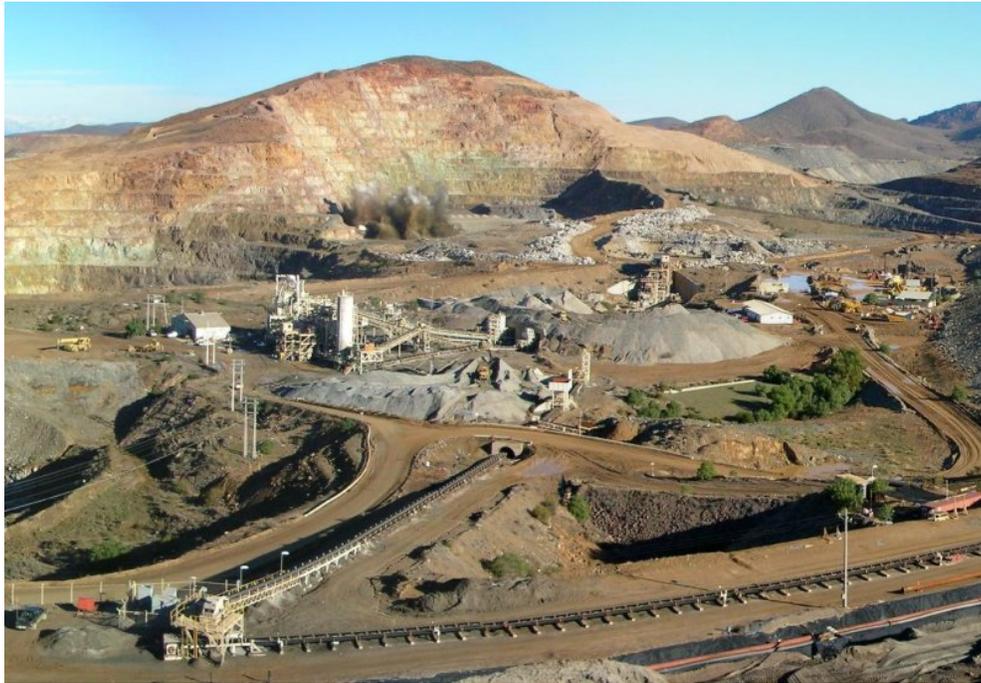


Figure 3

Lachlan is unable to quote a JORC compliant resource for the CMD Project due to the following reasons:

- The operation was previously owned by an unlisted company and consequently was under no obligation to report resources and reserves in any of the globally recognised reporting codes; and
- Whilst Chile has the "Certification Code for Exploration Prospects, Mineral Resources and Ore Reserves" (December 2004), which is largely based on the methodology established under the JORC Code, the Instituto de Ingenieros de Minas de Chile is not currently a "Recognised Overseas Professional Organisations" (ROPO) as defined by JORC.

One of Lachlan's initial objectives is to provide a JORC compliant estimate of the Mineral Resources and Ore Reserves. The Company expects to announce this in early 2011. A considerable amount of data from drilling and mining already exists, and this is expected to expedite estimation work.

Until this work is completed, the Company must report mineralisation in terms of "exploration targets".

The targets defined for all the projects in Table 1 are based on drilling data and grade modeling (Gemcom block model) compiled by CMD personnel.

Table 1 – Exploration Targets at CMD¹

Project	Potential Quantity (Mt)		Potential Grade (g/t Au)	
	lower	upper	lower	upper
Las Loas	8.2	10.9	1.06	1.10
Churrumata	12.1	16.2	0.75	0.76
Tres Perlas	13.5	22.1	0.53	0.54
Chisperos	5.8	7.1	0.55	0.57
Toro	13.3	21.2	0.53	0.55
Socorro	0.5	2.3	0.65	0.80
Totals	53.3	79.8	0.65	0.68

The potential quantity and grade detailed in Table 1 is considered conceptual in nature. The Company plans to complete a project review, geological interpretation and grade modeling for all the projects, with the aim of estimating a JORC compliant resource as soon as possible.

Board and Management

Peter Babin will join the Lachlan board as a non executive director on completion. Peter is a Denver based lawyer with 30 years experience as a lawyer, including 9 years as General Counsel and later President of Royal Gold, a TSX and NASDAQ listed gold royalty company capitalised at \$2.7 billion. Since 2004 he has managed his private interests which include the CMD project and oil and gas ventures in the US. His appointment will ensure transfer of the historical knowledge of the project to the Company.

Declan Franzmann will move to an executive director role and assume operational responsibility for the CMD Project. Declan's operational and team building experience will be invaluable in improving the current operation and evaluating the potential to expand the operations to fill the plant up.

Kees Dekker (General Manager Southern Africa) will assume responsibility for the assessment of new projects at both the CMD project and on surrounding tenements. His ability to speak Spanish and experience in project evaluation will be crucial in expanding the scale of the operation of the medium term.

Program Going Forward

Completion of the CMD project acquisition is expected to occur by the end of December 2010. In the interim, Lachlan will immediately assume management responsibility for the CMD operation which will enable the Company to optimize current operational processes, commence work on a JORC compliant resource and reserve estimate, and to initiate a strategic exploration program. This program will focus on expanding the open pit mineral inventory and examining the potential for the development of underground mines below some of the open pits.

Under the current private owners, only limited exploration has been carried out and there is excellent exploration potential to define additional mineralisation. The geology of the area hosts major porphyry style deposits (Andacollo Mine, total resources of 535 Mt grading 0.37% copper

and 0.12 g/t Au³), bulk tonnage disseminated gold deposits (Manto style at CMD) and vein type deposits (Los Loas at CMD and adjacent CMD Manto deposits).

A small drill program by the current owners to define some near pit mineralisation not currently in the mine plan has returned encouraging results including:

- 10m @ 2.28 g/t Au from 5 m in Rec-TR07 at the Toro deposit;
- 8m @ 10.6 g/t Au from 95 m in Rec-TR10 at the Toro deposit;
- 15m @ 4.07 g/t Au from 113 m in Rec-CHIS09 at the Chisperos deposit;
- 8m @ 1.19 g/t Au from 3 m in Rec-CHU05 at the Churrumata deposit; and
- 42m @ 0.63 g/t Au from 55 m in Rec-CHU05 at the Churrumata deposit.

There appears to be potential to define additional mineralisation at depth that may, subject to further studies, support one or more underground mining operations. Figure 4 shows the higher grade zones defined underneath the Los Loas pit by sparse drilling.

Figure 4 –Higher Grade Mineralisation at Los Loas

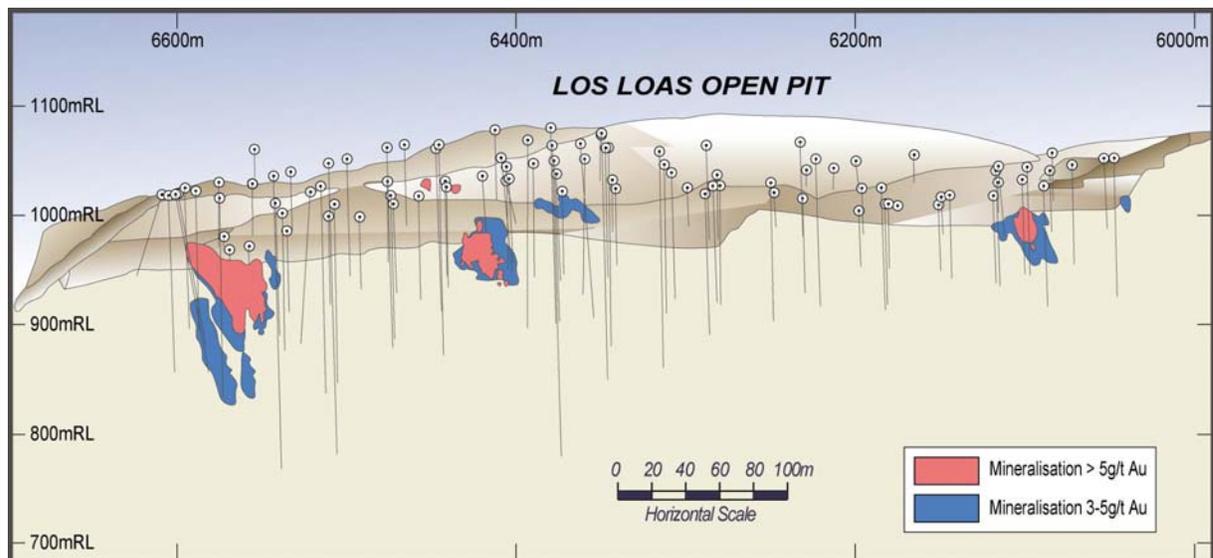


Figure 4

Most of the mineralisation defined at each deposit is limited by drilling as shown in Figure 5 and an aggressive exploration program is planned to extend the mineralisation where possible.

Figure 5 –Cross Section Churrumata deposit

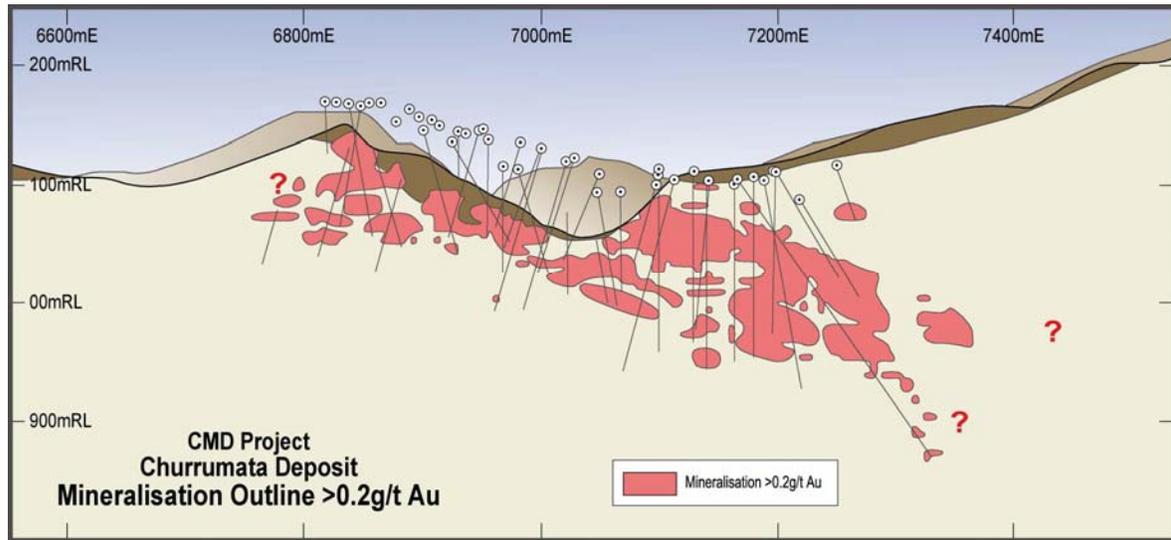


Figure 5

Transaction Summary

The CMD project is located in an area that hosts very large gold and copper mineralised systems, and Chile is a politically stable country with a strong mining culture. The acquisition of an unhedged gold producer with significant exploration potential will enable Lachlan to reposition itself to a self funded gold explorer with the potential to increase production to in excess of 100,000 ounces of gold per annum over a 2 to 3 year time frame, subject to exploration success.

The risks associated with a start up mining operation have been reduced in this case by acquiring an operating asset, and the existing exploration data will enable the Company to focus its efforts on high priority targets quickly.

The transaction is subject to shareholder approval of issuing the vendor share consideration, the issuance of up to 550,000,000 shares under a placement and approval under Listing Rule 11.1.2.

The Company holds 31,092,500 shares and CDI's in Luri Gold Limited (Luri) which are currently valued at \$6.84 million. As Lachlan has been unable to effect the changes in Luri management it considered necessary, the Company may sell some or all of its position in Luri given the noncore nature of the investment.

For and on behalf of the Board



Mick McMullen
Chairman

¹ For the exploration targets any statement referring to potential quantity and grade of the target is expressed as ranges. The potential quantity and grade is conceptual in nature, and there has been insufficient exploration to define a Mineral Resource and that it is uncertain if further exploration will result in the determination of a Mineral Resource.

² Carry forward losses and capital repatriation credit are both revalued each year based on the Chilean peso and USD exchange rates and as such, will vary from year to year

³Source – Teck 2009 Annual Information Form

About Lachlan Star Limited

Lachlan Star Limited is an emerging minerals exploration and development company headquartered in Perth, Western Australia. The company is focused on acquiring and developing assets within the gold, copper and bulk commodities sectors within Australia and overseas. The company has a board of directors and management team with an impressive track record of advancing resource projects through to production.

Lachlan Star's current projects include the Bushranger copper and gold project in NSW and the Princhester magnesite deposit in QL as well as a 28% holding in Luri Gold Limited.

Visit: www.lachlanstar.com.au

Competent Persons Statement

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled Mr Michael McMullen, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr McMullen is a employed by McMullen Geological Services Pty Ltd. Mr McMullen has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr McMullen consents to the inclusion in the report of the matters based on his information in the form and context in which it appears

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 LSA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (WST) Tuesday 21 December 2010**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lachlan Star Limited hereby appoint

the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting 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) at the Extraordinary General Meeting of Lachlan Star Limited to be held at Lower Ground Floor, 57 Havelock Street, West Perth, Western Australia on Thursday, 23 December 2010 at 11:00am (WST) and at any adjournment of that meeting.

Important for Resolutions 1 to 4: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Resolutions 1 to 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 1 to 4 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of the Resolutions and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



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

	For	Against	Abstain
Resolution 1 Approval of Significant Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Shares to Institutional and other exempt Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Shares to the Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

____/____/____