ACCENT RESOURCES NL

ABN 67 113 025 808

NOTICE OF GENERAL MEETING

TIME: 2.30 pm (WST)

DATE: 17 July 2007

PLACE: Celtic Club, 48 Ord Street, West Perth, WA

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) 9226 4500.

CONTENTS PAGE

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Accent Resources NL which this Notice of General Meeting relates to will be held at 2.30 pm (WST) on 17 July 2007 at the Celtic Club, 48 Ord Street, West Perth, WA.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed:

(a) send the proxy form by post to Accent Resources NL, Level 1, 12 Kings Park Road, West Perth, WA, 6005; or

(b) by facsimile to the Company on facsimile number (+ 61 8) 9226 4300,

so that it is received not later than 2.30 pm (WST) on 15 July 2007.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Accent Resources NL (ABN 67 113 025 808) (**Company**) will be held at 2.30 pm (WST) on 17 July 2007 at the Celtic Club, 48 Ord Street, West Perth, WA. 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 2.30 pm (WST) on 15 July 2007.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

AGENDA

RESOLUTION 1 – APPOINTMENT OF MR KYLE HAYNES AS A DIRECTOR

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

> *"That Mr Kyle Haynes, having consented to act as a director of the Company, be and is hereby appointed as a director of the Company with immediate effect."*

RESOLUTION 2 – APPOINTMENT OF MR MICHAEL ROBSON AS A DIRECTOR

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

> *"That Mr Michael Robson, having consented to act as a director of the Company, be and is hereby appointed as a director of the Company with immediate effect."*

RESOLUTION 3 – REMOVAL OF MR RICHARD OH AS A DIRECTOR

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

> *"That, in accordance with Section 203D of the Corporations Act, Mr Richard Oh be and is hereby removed as a director of the Company with immediate effect."*

RESOLUTION 4 – REMOVAL OF MR ALAN WOSTENCROFT AS A DIRECTOR

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

> *"That, in accordance with Section 203D of the Corporations Act, Mr Alan Wolstencroft be and is hereby removed as a director of the Company with immediate effect."*

RESOLUTION 5 – REMOVAL OF MR LARRY HP LOW AS A DIRECTOR

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

"That, in accordance with Section 203D of the Corporations Act, Mr Larry HP Low be and is hereby removed as a director of the Company with immediate effect."

RESOLUTION 6 – REMOVAL OF OTHER APPOINTED DIRECTORS

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

"That, in accordance with Section 203D of the Corporations Act, any person holding, or claiming to hold, office as a director of the Company at the time this Resolution is put to Shareholders, be removed as a director of the Company (other than Mr Kyle Haynes and Mr Michael Robson (in the event that they are lawfully elected as directors of the Company pursuant to Resolutions 1 and 2) and Mr Peter Farrah, a current director of the Company)."

DATED: 7 JUNE 2007

BY ORDER OF THE BOARD

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MR PETER FARRAH
MANAGING DIRECTOR
ACCENT RESOURCES NL

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at 2.30 pm (WST) on 17 July 2007 at the Celtic Club, 48 Ord Street, West Perth, WA.

The 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. RESOLUTIONS 1 & 2 – APPOINTMENT OF DIRECTORS

Resolutions 1 and 2 are put to Shareholders to consider the appointment of Mr Kyle Haynes and Mr Michael Robson to the board of directors of the Company.

2. RESOLUTIONS 3, 4 & 5 – REMOVAL OF DIRECTORS

Resolutions 3, 4 and 5 are put to Shareholders to consider the removal of Mr Richard Oh, Mr Alan Wolstencroft and Mr Larry HP Low as directors of the Company.

Set out below is some relevant information on each of these persons for consideration by Shareholders:

Mr Richard Oh

Mr Oh is a Chartered Accountant with 35 years' experience, including being a stockbroker principal for 12 years. He was a founding shareholder and director of two boutique stockbroking firms in Perth and held positions of executive director and managing director in these firms. He has also previously held positions of chairman, director, and company secretary at various times in resources, property and industrial listed and unlisted public companies.

Mr Oh is currently a director of Capital Corporate Advisors Pty Ltd, a licensed securities dealer company. He is also a member of Australian Institute of Company Directors and he was a foundation member of the West Australian Chinese Chamber of Commerce.

Mr Alan Wolstencroft

Mr Wolstencroft is a UK qualified geologist with over 30 years' experience in exploration and project management in Australia, Africa, Asia, Europe and the Pacific. The last 21 years he has been based in Western Australia working for various listed Australian mining and exploration companies, principally for gold. Prior to that, he worked for two multinational companies, Anglo American Corporation and Union Carbide Exploration Corporation.

Mr Wolstencroft's career includes involvement with a number of gold projects, including Golden Crown and Dawns Hope, Western Australia, Obuasi, Ghana and Jinlonggou, China.

He has managed his own private geological consultancy business for the last 20 years and has his own mineral exploration company for gold and base metals in Fiji.

Mr Larry HP Low

Mr Low holds an economics honours degree from the London School of Economics and a MBA from the University of California. He is a past president of the Penang Chinese Chamber of Commerce and has been conferred an Honour by the Governor of Penang which carries the title of "Dato". Mr Low has also been made an honorary citizen of both Austin and Dallas, Texas.

Mr Low has over 20 years' business experience. The board of Directors considers that Mr Low has considerable expertise in matters relating to corporate affairs.

Mr Low is chairman and a major shareholder of a multinational company which is listed on the main board of the Singapore Stock Exchange and has extensive investments in the Asia Pacific Region.

3. RESOLUTION 6 – REMOVAL OF OTHER APPOINTED DIRECTORS

Resolution 6 is put to Shareholders to consider the removal of any director of the Company who is appointed between the date of this Notice and the date the General Meeting contemplated by this Notice is held.

4. ENQUIRIES

Shareholders are required to contact the Company Secretary on (+ 61 8) 9226 4500 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

All references to currency are to Australian dollars and cents.

Company means Accent Resources NL (ABN 67 113 025 808).

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

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

Notice means the Notice of Meeting.

Shareholder means a shareholder in the Company.

WST means Western Standard Time observed in Perth, WA.

PROXY FORM

APPOINTMENT OF PROXY
ACCENT RESOURCES NL
ABN 67 113 025 808

GENERAL MEETING

I/We

being a Member of Accent Resources NL entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

☐ Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at 2.30 pm (WST) on 17 July 2007 at the Celtic Club, 48 Ord Street, West Perth, WA, and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

		For	Against	Abstain
Resolution 1	Appointment of Mr Kyle Haynes as a Director	☐	☐	☐
Resolution 2	Appointment of Mr Michal Robson as a Director	☐	☐	☐
Resolution 3	Removal of Mr Richard Oh as a Director	☐	☐	☐
Resolution 4	Removal of Mr Alan Wolstencroft as a Director	☐	☐	☐
Resolution 5	Removal of Mr Larry HP Low as a Director	☐	☐	☐
Resolution 6	Removal of other appointed Directors	☐	☐	☐

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. 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 Resolution/s 1 - 6 and your votes will not be counted in computing the required majority if a poll is called on this/these Resolution/s. The Chairman intends to vote in favour of this/these Resolution/s.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2007

By:

Individuals and joint holders	**Companies (affix common seal if appropriate)**
Signature	Director
Signature	Sole Director and Sole Company Secretary
Signature	Sole Director and Sole Company Secretary

ACCENT RESOURCES NL
ABN 67 113 025 808

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.

2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.

3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act 2001. Section 127 of the Corporations Act 2001 provides that a company may execute a document without using its common seal if the document is signed by:

   - two directors of the company;
   - a director and a company secretary of the company; or
   - for a proprietary company that has a sole director who is also the sole company secretary – that director.

   For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act 2001, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting

5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

6. To vote by proxy, please complete and sign the proxy form enclosed:

   - send the proxy form by post to Level 1, 12 Kings Park Road, West Perth WA 6005; or

   - by facsimile to the Company on facsimile number (+ 61 8) 9226 4300,

   so that it is received not later than 2.30 pm (WST) on 15 July 2007.

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