



25 September 2009

The Manager
Company Announcements Office
Australian Securities Exchange Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir/ Madam,

NOTICE OF EXTRAORDINARY GENERAL MEETING

Please find attached the Notice of Extraordinary General Meeting which has been despatched to shareholders today.

Yours sincerely
NAVIGATOR RESOURCES LTD

A handwritten signature in black ink, appearing to read "Ian Macpherson", with a long horizontal flourish extending to the right.

Ian Macpherson
Company Secretary



ABN: 82 063 366 487

NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

Date: 29 October 2009

Time: 2.00pm (WST)

Place: The Celtic Club
48 Ord Street
West Perth, Western Australia 6005

THIS IS AN IMPORTANT DOCUMENT. PLEASE READ IT CAREFULLY.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

CONTENTS PAGE

Notice of Extraordinary General Meeting	3
Agenda	3
Explanatory Statement	7
Glossary	18
Annexure A – Terms and Conditions of Placement Options	21
Annexure B – Terms and Conditions of RMBAH Options	23
Annexure C – Terms and Conditions of Casimir Options	25
Annexure D – Capital Structure Post Placement of Securities	27
Proxy Form	

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting will be held at 2.00pm (WST) on Thursday, 29 October 2009 at The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005.

YOUR VOTE IS IMPORTANT

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

HOW TO VOTE

You may vote by attending the meeting in person, by proxy or by authorised representative.

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

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) hand delivery to the Company's registered office at Unit 1, 34 King's Park Road, West Perth, Western Australia 6005; or
- (b) post to Navigator Resources Limited, PO Box 276, West Perth WA 6872; or
- (c) facsimile to the Company on facsimile number (+61 8) 9226 5411; or
- (d) email to the Company at navigator@navigatorresources.com.au,

so that it is received not later than at 2.00pm (WST) on Tuesday, 27 October 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders will be held at 2.00pm (WST) on Thursday, 29 October 2009 at The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form are 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 Extraordinary General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on Tuesday, 27 October 2009.

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

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO RMB AUSTRALIA HOLDINGS LIMITED (OR ITS NOMINEE)

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 7,500,000 Options to RMB Australia Holdings Limited (or its nominee) on the terms and conditions set out in the Explanatory Statement."

Short Explanation: An equity issue can be ratified by shareholders in accordance with ASX Listing Rule 7.4. This allows the company the flexibility to issue shares and options to subscribe for fully paid ordinary shares in the future up to the threshold of 15% of its total ordinary securities in any 12 month period. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by RMB Australia Holdings Limited (or its nominee) and any of its associates. 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS IN PLACEMENT

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 22,058,823 Options to certain institutions and sophisticated investors on the terms and conditions set out in the Explanatory Statement."

Short Explanation: An equity issue can be ratified by shareholders in accordance with ASX Listing Rule 7.4. This allows the company the flexibility to issue shares and options to subscribe for fully paid ordinary shares in the future up to the threshold of 15% of its total ordinary securities in any 12 month period. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates. 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.

3. RESOLUTION 3 – PARTICIPATION BY RELATED PARTY IN PLACEMENT – ISSUE OF SHARES AND OPTIONS TO MR ROBERT HEALY

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company of:

(a) 20,588,236 Shares at an issue price of A\$0.17 per Share; and

(b) 10,294,118 free attaching Options,

to Mr Robert Healy, who is a person related to Mr Matthew Healy, a Director of the Company on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: A company must not issue Equity Securities to a related party unless the company obtains shareholder approval to do so. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Robert Healy, Mr Matthew Healy and any of their associates. 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.

4. RESOLUTION 4 – PLACEMENT OF SHARES AND OPTIONS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the allotment and issue of 29,529,412 Shares and 15,514,706 Options to certain institutions and sophisticated investors at an issue price of A\$0.17 cents per Share, on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Subject to specified exceptions, a company must not issue more than 15% of the number of securities in the same class on issue at the commencement of that 12 month period, without the approval of shareholders. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons, if the Resolution is passed. 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.

5. RESOLUTION 5 – ISSUE OF OPTIONS TO RMB AUSTRALIA HOLDINGS LIMITED

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the allotment and issue of up to 13,502,000 Options to RMB Australia Holdings Limited (or its nominee), on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Subject to specified exceptions, a company must not issue more than 15% of the number of securities in the same class on issue at the commencement of that 12 month period, without the approval of shareholders. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by RMB Australia Holdings Limited (or its nominee) and any of its associates. 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.

6. RESOLUTION 6 – ISSUE OF OPTIONS TO CASIMIR CAPITAL (ASIA PACIFIC) PTY LTD

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 4,786,765 Options to Casimir Capital (Asia Pacific) Pty Ltd (or its nominee) within 90 days of the date of this Resolution, on the terms and conditions set out in the Explanatory Statement.”

Short Explanation: Subject to specified exceptions, a company must not issue more than 15% of the number of securities in the same class on issue at the commencement of that 12 month period, without the approval of shareholders. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Casimir Capital (Asia Pacific) Pty Ltd (or its nominee) and any of its associates. 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.

Explanatory Statement

The Explanatory Statement accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Meeting.

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

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half (½) of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“Snap-shot” Time

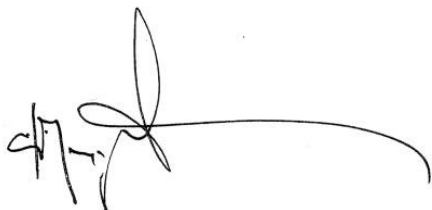
The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Extraordinary General Meeting.

The Directors have determined that all Shares of the Company that are quoted on ASX at 5.00pm (WST) on Tuesday, 27 October 2009 shall, for the purposes of determining voting entitlements at the Extraordinary General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Extraordinary General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of corporate representative form is available upon request from the Company Secretary.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'IK Macpherson', with a long horizontal line extending to the right.

IK Macpherson
Company Secretary

Dated: 24 September 2009

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 on Thursday, 29 October 2009 at 2.00pm (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1 Overview – RMBAH Funding

- (a) On 31 August 2009, the Company accepted a committed letter of offer (**Offer Letter**) from RMB Resources Limited (**RMB**) pursuant to which RMB Australia Holdings Limited (**RMBAH** or the **Lender**) agreed to provide a A\$16,000,000 debt financing facility to the Company to assist with the purchase and re-commissioning of the Bronzewing Gold Project, the development of the Leonora Gold Project, and the Company's general working capital in accordance with the approved budget.
- (b) The total facility amount is A\$16,000,000 (**Facility Amount**), divided into two (2) tranches as follows:
 - (i) a loan facility of A\$9,000,000 (**Tranche 1**); and
 - (ii) a loan facility of A\$7,000,000 (**Tranche 2**),(together the **Facility**).
- (c) As security for the Facility, the following first ranking securities have been granted by the Company or each Guarantor, as applicable:
 - (i) a fixed and floating charge over all the assets and undertaking of the Company and each Guarantor;
 - (ii) a mortgage over Navigator Bronzewing's mining leases, exploration licences and miscellaneous licences comprising the Bronzewing Gold Project (**Bronzewing Tenements**);
 - (iii) a mortgage over Navigator Mining's mining leases, exploration licences and miscellaneous licences comprising the Leonora Gold Project; and
 - (iv) a mortgage over the Company's East Kimberley Cummins Range exploration licence.
- (d) The key commercial terms of the Facility are as follows:
 - (i) the Facility is available for drawdown upon satisfaction of conditions precedent up to 31 December 2009;
 - (ii) Tranche 1 is to be used to fund the acquisition of the Bronzewing Gold Project and the replacement of the associated environmental performance bonds;
 - (iii) Tranche 2 is to be used for the development of the Bronzewing Gold Project, the Leonora Gold Project or the Company's general working capital; and
 - (iv) drawdown of Tranche 1 and Tranche 2 is each subject to the satisfaction of a number of conditions precedent and subsequent, set out in paragraph (e) below.

- (e) The conditions precedent to drawdown of Tranche 1 are as follows and have been satisfied:
- (i) all facility and security documentation to be executed and registered as necessary;
 - (ii) technical and legal due diligence to the satisfaction of the Arranger, including an independent review as to the sufficiency of the Bronzewing environmental bonds (**Bond Amount**);
 - (iii) all fees and any reimbursements due to the Arranger have been paid in full;
 - (iv) 7,500,000 Options will be issued to the Lender (or its nominee) before first drawdown under the Facility (**First Lender Options**);
 - (v) the Company has raised a minimum of A\$6,000,000 in equity to be spent on the Bronzewing Gold Project or associated corporate overheads (**Equity Contribution**);
 - (vi) A\$1,750,000 from the Equity Contribution to be placed in an escrow account to be applied only to environmental rehabilitation in excess of the Bond Amount; and
 - (vii) consent by all the holders of royalties over any of the Bronzewing Tenements to the sale and transfer of the Bronzewing Gold Project to the Company.
- (f) The condition subsequent to drawdown of Tranche 1 is the issue of an additional 4,500,000 Options to the Lender (or its nominee) by 31 October 2009 (**Second Lender Options**).
- (g) The conditions precedent to drawdown of Tranche 2 will include:
- (i) the issue of 9,002,000 Options to the Lender (or its nominee) by way of 1,286,000 Options for each A\$1,000,000 drawn under Tranche 2 (**Third Lender Options**);
 - (ii) there is no material adverse change in the Company; and
 - (iii) an updated Navigator group budget to 30 June 2011.
- (h) The Facility is repayable in a single instalment due on 30 September 2010, but may be extended at the Company's election to 30 June 2011 whereupon an extension fee will be payable.
- (i) Interest is payable on the Facility at a margin over the bank bill swap rate which the Company believes is commensurate with current market rates having regard to the nature of the Company and the size of the Facility.
- (j) An up front fee is payable for the establishment of the Facility which the Company believes is commensurate with current market conditions. The fee was paid on the first drawdown of the Facility as a condition precedent to drawdown of Tranche 1.
- (k) The First Lender Options were issued to the Lender (or its nominee) on the first drawdown of Tranche 1. The ratification of the issue of these Options is the subject of Resolution 1.
- (l) The Equity Contribution required as a condition precedent to the drawdown of Tranche 1 has been successfully completed by the placement of 45,617,646 Shares (**Tranche 1 Placement Shares**) and 22,058,823 Options (**Tranche 1 Placement Options**) (together, the **Tranche 1 Placement Securities**) to institutional and sophisticated investors to raise A\$7,755,000.

The issue of the Tranche 1 Placement Shares was approved by Shareholders at the extraordinary general meeting held on 30 July 2009. The Tranche 1 Placement Options were issued within the 15% placement capacity of the Company. The ratification of the issue of Tranche 1 Placement Options is the subject of Resolution 2.

- (m) The Company proposes to raise a further \$8,520,000 in additional placements. The approval of these placements is the subject of Resolutions 3 and 4.
- (n) Resolution 3 seeks approval for the raising of A\$3,500,000 through the placement of 20,588,236 Shares and 10,294,118 Options to Mr Robert Healy, who is a related party.
- (o) The balance of A\$5,020,000 is to be raised by the placement of 29,529,412 Shares (**Tranche 2 Placement Shares**) and 15,514,706 Options (**Tranche 2 Placement Options**) (together the **Tranche 2 Placement Securities**) to institutional and sophisticated investors. The issue of the Tranche 2 Placement Securities requires Shareholder approval and is the subject of Resolution 4.
- (p) The approval of the issue of the Second Lender Options and the Third Lender Options is the subject of Resolution 5.
- (q) The capital structure of the Company following the issue of securities pursuant to each Resolution (subject to the necessary approvals) is set out in Annexure D.

2 Resolution 1 – Ratification of Prior Issue of Options to RMB Australia Holdings Limited (or its nominee)

2.1 General

On 3 September 2009, the Company announced that it had accepted an offer of A\$16,000,000 of debt financing from RMB Australia Holdings Limited. Under the terms of the Offer Letter, the Company is required to issue 7,500,000 Options to RMBAH (or its nominee) as a condition precedent to drawdown of Tranche 1.

2.2 Relevant ASX Listing Rules

- (a) 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.
- (b) ASX Listing Rule 7.4 provides that an issue of Equity Securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1 where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1).

2.3 Technical Information required under ASX Listing Rule 7.5

Resolution 1 seeks Shareholder ratification for the issue of the First Lender Options pursuant to ASX Listing Rule 7.4. By ratifying the issue of the First Lender Options, the Company will retain the flexibility to issue further Equity Securities in the future up to the 15% annual limit set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the First Lender Options:

(a) Number of securities issued

7,500,000 Options.

(b) The price at which the securities were issued

No premium was payable by RMBAH (or its nominee) for the issue of the First Lender Options. The First Lender Options were issued by the Company as part of the consideration for the provision of the Facility.

(c) The terms of the securities

The Options were issued on the terms and conditions set out in Annexure B.

(d) The names of the allottees or the basis on which allottees were determined

The Options were issued to RMBAH (or its nominee).

(e) The use (or intended use) of the funds raised

Pursuant to the Offer Letter, the proceeds of the exercise of the Options will be applied towards early repayment of the Facility.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 1 is included in the Notice of Meeting.

3 Resolution 2 – Ratification of Prior Issue of Options In Placement

3.1 General

On 3 September 2009, the Company announced that it had agreed to make a placement of Shares to raise approximately A\$7,500,000 in the first instalment. Subscriptions have been taken for the issue of 45,617,646 Shares (being the Tranche 1 Placement Shares) and 22,058,823 Options (being the Tranche 1 Placement Options) to institutions and sophisticated investors to raise A\$7,755,000. The Tranche 1 Placement Shares were issued to the Tranche 1 Subscribers. The issue of the Tranche 1 Placement Shares was approved by Shareholders at an extraordinary general meeting held on 30 July 2009. The Tranche 1 Placement Options were issued to Tranche 1 Subscribers within the Company's 15% placement capacity.

3.2 Relevant ASX Listing Rules

- (a) 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.
- (b) ASX Listing Rule 7.4 provides that an issue of Equity Securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1 where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1).

3.3 Technical Information required under ASX Listing Rule 7.5

Resolution 2 seeks Shareholder ratification for the issue of the Tranche 1 Placement Options pursuant to ASX Listing Rule 7.4. By ratifying the issue of the Tranche 1 Placement Options, the Company will retain the flexibility to issue further Equity Securities in the future up to the 15% annual limit set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Tranche 1 Placement Options:

(a) Number of securities issued

22,058,823 Options.

(b) The price at which the securities were issued

The Options were issued for nil consideration.

(c) The terms of the securities

The Options were issued on the terms and conditions set out in Annexure A.

(d) The names of the allottees or the basis on which allottees were determined

The Options were issued to domestic and international institutions and other professional or sophisticated investors introduced by Casimir as manager of the placement. None of the allottees are related parties of the Company.

(e) The use (or intended use) of the funds raised

The proceeds of the exercise of the Options will be applied towards the general working capital of the Company.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 2 is included in the Notice of Meeting.

4 Resolution 3 – Participation by Related Party in Placement – Issue of Shares and Options to Mr Robert Healy

4.1 General

Resolution 3 seeks Shareholder approval in accordance with ASX Listing Rule 10.11 for the issue of:

(a) 20,588,236 Shares at an issue price of \$0.17 per Share (**Healy Shares**); and

(b) 10,294,118 free attaching Options (**Healy Options**),

to Mr Robert Healy.

4.2 Relevant ASX Listing Rules

- (a) ASX Listing Rule 10.11 requires Shareholder approval to be obtained in order for an entity to issue, or agree to issue, Equity Securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies.
- (b) ASX Listing Rule 7.1 also requires the Company to obtain Shareholder approval in order to issue Equity Securities representing more than 15% of the Company's Shares on issue (unless one of the exceptions in ASX Listing Rule 7.2 applies). Exception 14 in ASX Listing Rule 7.2 is an issue made with Shareholder approval under ASX Listing Rule 10.11 and provides that if approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

4.3 Technical Information required under ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to the issue of the Healy Shares and the Healy Options:

(a) The name of the person

Mr Robert Healy

(b) The maximum number of securities to be issued (if known) or the formula for calculating the number of securities to be issued to the person

20,588,236 Shares and 10,294,118 Options.

(c) The date by which the Company will issue the securities, which must not be more than 1 month after the date of the meeting

The Company intends to issue the Healy Shares and the Healy Options within one (1) month after the date of the Extraordinary General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). It is intended that allotment and issue will occur on the same date as the issue of the Tranche 2 Placement Securities to be approved under Resolution 4 below.

(d) If the person is not a Director, a statement of the relationship between the person and the Director that requires the approval to be obtained

If Resolution 3 is passed, the Healy Shares and the Healy Options will be issued to Mr Robert Healy, the father of Mr Matthew Healy who is a Director of the Company.

(e) The issue price of the securities and a statement of the terms of the issue

The Healy Shares will be issued by the Company at A\$0.17 per Share, being the same issue price as the Tranche 2 Issue Price. The Healy Shares 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.

The Healy Options will be issued by the Company for nil consideration, being free attaching Options to the Healy Shares and issued at the rate of one (1) Option for every two (2) Healy Shares issued. The Healy Options will be issued on the terms and conditions set out in Annexure A.

(f) A voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting.

(g) The intended use of the funds raised

The funds raised by the issue of the Healy Shares will be applied towards progressing the re-commissioning of the Bronzewing Gold Project, the trial mining operation at the Leonora Gold Project and the Company's general working capital.

5 Resolution 4 – Placement of Shares and Options

5.1 General

The Company proposes a further placement to raise a further A\$5,020,000 by issuing 29,529,412 Shares (being the **Tranche 2 Placement Shares**) and 15,514,706 Options (being the **Tranche 2 Placement Options**) (together, being the **Tranche 2 Placement Securities**) to institutions and sophisticated investors. The Tranche 2 Placement Securities will be issued to the Tranche 2 Subscribers. The Company intends to apply the proceeds of the Tranche 2 Placement Shares towards recommissioning operations at the Bronzewing Gold Project and towards undertaking trial mining at the Leonora Gold Project.

5.2 Relevant ASX Listing Rules

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 without the prior approval of Shareholders at a general meeting.

The Company's proposed issue of the Tranche 2 Placement Securities requires Shareholder approval under ASX Listing Rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply.

5.3 Technical Information required under ASX Listing Rule 7.3

Resolution 4 seeks Shareholder approval for the issue of the Tranche 2 Placement Securities pursuant to ASX Listing Rule 7.1. By approving the issue of the Tranche 2 Placement Securities, the Company will retain the flexibility to issue further Equity Securities in the future up to the 15% annual limit set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Placement Securities:

(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue

29,529,412 Shares and 15,514,706 Options.

(b) The date by which the entity will issue the securities (which must be no later than 3 months after the date of the meeting)

It is anticipated that, subject to Shareholder approval, the Tranche 2 Placement Securities will be issued no later than three (3) months after the date of the Extraordinary 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 and issue of the securities will occur on the one (1) date.

- (c) **The issue price of the securities, which must be either a fixed price or a minimum price**

A\$0.17 per Share (**Tranche 2 Issue Price**). The Options will be issued for nil consideration.

- (d) **The names of the allottees (if known) or the basis upon which the allottees will be identified or selected**

The Tranche 2 Placement Securities will be allotted and issued to domestic and international institutions and other professional or sophisticated investors introduced by Casimir as manager of the placement. None of the allottees are related parties of the Company.

- (e) **The terms of the securities**

The Tranche 2 Placement Shares will comprise fully paid ordinary Shares of the Company ranking equally with all other ordinary Shares of the Company.

The Tranche 2 Placement Options will be subject to the terms and conditions set out in Annexure A.

- (f) **The intended use of the funds raised**

The Company intends to use the funds raised from the issue of the Tranche 2 Placement Shares to progress the recommissioning of the Bronzewing Gold Project and to undertake trial mining at the Leonora Gold Project.

- (g) **The dates of allotment or a statement that allotment will occur progressively**

See paragraph 5.3(b) above.

- (h) **A voting exclusion statement**

A voting exclusion statement for Resolution 4 is included in the Notice of Meeting.

- (i) **In the case of an agreement for the allotment of securities which is part of a public offer, a voting exclusion statement in relation to a party to the agreement, and an adequate summary of the agreement**

Not applicable.

6 Resolution 5 – Issue of Options to RMBAH (or its nominee)

6.1 General

The Company seeks Shareholder approval to allot and issue the Second Lender Options and the Third Lender Options to RMBAH (or its nominee) on the terms and conditions set out below.

6.2 Relevant ASX Listing Rules

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 without the prior approval of Shareholders at a general meeting.

The Company's proposed issue of the Second Lender Options and the Third Lender Options to RMBAH (or its nominee) requires Shareholder approval under ASX Listing Rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply.

6.3 Technical Information required under ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Second Lender Options and the Third Lender Options to RMBAH (or its nominee):

(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue

13,502,000 Options, being 4,500,000 Options to be issued in respect of the Second Lender Options and 9,002,000 Options to be issued in respect of the Third Lender Options.

(b) The date by which the entity will issue the securities (which must be no later than 3 months after the date of the meeting)

Pursuant to the Offer Letter, the Second Lender Options must be issued on or before 31 October 2009 and the Third Lender Options will be issued at the rate of 1,286,000 Options for each A\$1,000,000 drawn down under Tranche 2 of the Facility.

As it is possible that the issue date of the Third Lender Options may be later than three (3) months after the date of the Extraordinary General Meeting, the Company has applied for a waiver in respect of this requirement under the ASX Listing Rules.

(c) The issue price of the securities, which must be either a fixed price or a minimum price

No premium is payable by RMBAH (or its nominee) for the issue of the Second Lender Options or the Third Lender Options. The Second Lender Options and the Third Lender Options are to be issued by the Company as part of the consideration for the provision of the Facility.

(d) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected

The Options will be issued to RMBAH (or its nominee).

(e) The terms of the securities

The Second Lender Options and the Third Lender Options are subject to the terms and conditions set out in Annexure B.

(f) The intended use of the funds raised

Pursuant to the Offer Letter, if any Options are exercised by RMBAH (or its nominee), the exercise proceeds will first be applied against any amount outstanding under the Facility and the balance will be applied towards the Company's general working capital.

(g) The dates of allotment or a statement that allotment will occur progressively

See paragraph 6.3(b).

(h) A voting exclusion statement

A voting exclusion statement for Resolution 5 is included in the Notice of Meeting.

(i) In the case of an agreement for the allotment of securities which is part of a public offer, a voting exclusion statement in relation to a party to the agreement, and an adequate summary of the agreement

Not applicable.

7 Resolution 6 – Issue Of Options To Casimir Capital (Asia Pacific) Pty Ltd

7.1 General

Casimir Capital (Asia Pacific) Pty Ltd (**Casimir**) was mandated by the Company to manage the placement of approximately A\$15,000,000 to institutional and sophisticated investors. Part of the placement fee agreed between the Company and Casimir was the issue of options to Casimir or its nominee.

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue 4,786,765 Options to Casimir (or its nominee) (**Casimir Options**).

7.2 Relevant ASX Listing Rules

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 without the prior approval of Shareholders at a general meeting.

The Company's proposed issue of the Casimir Options requires Shareholder approval under ASX Listing Rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply.

7.3 Technical Information required under ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Casimir Options:

(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue

4,786,765 Options.

(b) The date by which the entity will issue the securities (which must be no later than 3 months after the date of the meeting)

It is anticipated that, subject to Shareholder approval, the Casimir Options will be issued no later than seven (7) Business Days after the date of the Extraordinary General Meeting and it is intended that allotment and issue of the securities will occur on the one (1) date.

(c) The issue price of the securities, which must be either a fixed price or a minimum price

No premium is payable by Casimir for the issue of the Options. The Options are to be issued by the Company as part of the consideration for managing the placement of the Tranche 1 Placement Securities and the Tranche 2 Placement Securities.

(d) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected

The Options will be issued to Casimir.

(e) The terms of the securities

The Casimir Options are to be issued on the following terms:

- (i) 500,000 Options will be subject to the terms and conditions set out in Annexure A (**First Casimir Options**); and
- (ii) 4,286,765 Options will be subject to the terms and conditions set out in Annexure C (**Second Casimir Options**).

(f) The intended use of the funds raised

The proceeds of exercise of the Casimir Options will be applied towards the Company's general working capital.

(g) The dates of allotment or a statement that allotment will occur progressively

See paragraph 7.3(b).

(h) A voting exclusion statement

A voting exclusion statement for Resolution 6 is included in the Notice of Meeting.

(i) In the case of an agreement for the allotment of securities which is part of a public offer, a voting exclusion statement in relation to a party to the agreement, and an adequate summary of the agreement

Not applicable.

GLOSSARY

\$ and A\$ means Australian dollars.

Arranger means RMB Resources Limited ACN 074 930 715.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Bond Amount is defined in paragraph 1(e)(ii) of the Explanatory Statement.

Bronzewing Gold Project means the project located approximately 83km northeast of Leinster and 800km northeast of Perth and comprises the Bronzewing and McClure group of mines, the Bronzewing processing plant and related infrastructure.

Bronzewing Tenements is defined in paragraph 1(c)(ii) of the Explanatory Statement.

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.

Casimir means Casimir Capital (Asia Pacific) Pty Ltd ACN 136 546 631.

Casimir Options is defined in paragraph 7.1 of the Explanatory Statement.

Company means Navigator Resources Limited ACN 063 366 487.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current Directors of the Company.

Equity Contribution is defined in paragraph 1(e)(v) of the Explanatory Statement.

Equity Securities has the same meaning as in the ASX Listing Rules.

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

Extraordinary General Meeting means the meeting convened by the Notice of Meeting.

Facility is defined in paragraph 1(b) of the Explanatory Statement.

Facility Amount is defined in paragraph 1(b) of the Explanatory Statement.

First Casimir Options is defined in paragraph 7.3(e)(i) of the Explanatory Statement.

First Lender Options is defined in paragraph 1(e)(iv) of the Explanatory Statement.

Guarantor means Navigator Mining and Navigator Bronzewing.

Healy Shares is defined in paragraph 4.1(a) of the Explanatory Statement.

Healy Options is defined in paragraph 4.1(b) of the Explanatory Statement.

Lender means RMBAH.

Leonora Gold Project means the project located 35km northeast of the town of Leonora, and comprises various deposits including Mertondale, Raeside and Cardinia.

Navigator Bronzewing means Navigator (Bronzewing) Pty Ltd ACN 135 597 634.

Navigator Mining means Navigator Mining Pty Ltd ACN 109 351 564.

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

Offer Letter is defined in paragraph 1(a) of the Explanatory Statement.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement Options means the Tranche 1 Placement Options, the Tranche 2 Placement Options, the Healy Options and the First Casimir Options, all of which are subject to the terms and conditions set out in Annexure A.

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

RMB means RMB Resources Limited ACN 074 930 715.

RMBAH means RMB Australia Holdings Limited ACN 003 201 214.

RMBAH Options means the First Lender Options, the Second Lender Options and the Third Lender Options, all of which are subject to the terms and conditions set out in Annexure B.

Second Casimir Options is defined in paragraph 7.3(e)(ii) of the Explanatory Statement.

Second Lender Options is defined in paragraph 1(f) of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Third Lender Options is defined in paragraph 1(g)(i) of the Explanatory Statement.

Tranche 1 is defined in paragraph 1(b)(i) of the Explanatory Statement.

Tranche 1 Placement Options is defined in paragraph 1(l) of the Explanatory Statement.

Tranche 1 Placement Securities is defined in paragraph 1(l) of the Explanatory Statement.

Tranche 1 Placement Shares is defined in paragraph 1(l) of the Explanatory Statement.

Tranche 1 Subscribers means the subscribers of the Tranche 1 Placement Securities described in paragraph 3.3(d) of the Explanatory Statement.

Tranche 2 is defined in paragraph 1(b)(ii) of the Explanatory Statement.

Tranche 2 Issue Price is defined in paragraph 5.3(c) of the Explanatory Statement.

Tranche 2 Placement Options is defined in paragraph 1(o) of the Explanatory Statement.

Tranche 2 Placement Securities is defined in paragraph 1(o) of the Explanatory Statement.

Tranche 2 Placement Shares is defined in paragraph 1(o) of the Explanatory Statement.

Tranche 2 Subscribers means the subscribers of the Tranche 2 Placement Securities described in paragraph 5.3(d) of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

The Placement Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. Each Option shall entitle the holder the right to subscribe (in cash) for one (1) fully paid ordinary share in the capital of the Company (**Share**) in accordance with these terms and conditions.
2. The Options will expire at **5.00pm WST on 30 November 2011 (Expiry Date)**. Subject to Clause 6 hereof, the Options may be exercised at any time and prior to the Expiry Date. Options not so exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
4. A registered owner of an option (**Optionholder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Optionholder, a member of the Company.
5. An application to quote the Options on the ASX will be submitted. If successful, Options will be transferable at any time prior to the Expiry Date subject to the ASX Listing Rules.
6. Method of Exercise of Options:
 - (a) The Company will provide to each Optionholder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Optionholder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company to be received prior to the Expiry Date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary Shares in the capital of the Company to be allotted.
 - (b) The Notice of Exercise of Options by an Optionholder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of A\$0.25 per Share respectively (**Exercise Price**).
 - (c) Subject to Clause 6(a) hereof, the exercise of less than all of an Optionholder's Options will not prevent the Optionholder from exercising the whole or any part of the balance of the Optionholder's entitlement under the Optionholder's remaining Options.
 - (d) Within 10 Business Days from the date the Optionholder properly exercises Options held by the Optionholder, the Company shall issue and allot to the Optionholder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Optionholder. The Company will also issue within this period a replacement option certificate to the Optionholder for the balance of any unexercised Options.
 - (e) The Company will apply for quotation of the Options on ASX. The Company will also apply for quotation on ASX of all Shares allotted pursuant to the exercise of the Options within 10 Business Days after the date of allotment of those securities.
7. In the event of a reconstruction (including consolidation, sub-division, reduction, cancellation or return) of the issued capital of the Company, all rights of the Optionholder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

8. There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Expiry Date unless and until the Options are exercised and Shares are issued in accordance with these terms and conditions. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least six (6) Business Days after such new issues are announced (or such other date if required under the ASX Listing Rules) in order to afford the Optionholder an opportunity to exercise the Options held by the Optionholder.
9. There are no rights to change the Exercise Price or the number of underlying ordinary Shares if there is a pro rata issue or bonus issue to the holders of ordinary Shares.
10. To the extent that any of these terms and conditions are inconsistent or different in any way from any provision of the ASX Listing Rules in respect of options to subscribe for ordinary shares in companies listed on the ASX, the ASX Listing Rules prevail.

ANNEXURE B – TERMS AND CONDITIONS OF RMBAH OPTIONS

The RMBAH Options entitle the holder to subscribe for Shares on the following terms and conditions.

Terms used and not defined in these terms and conditions have the same meanings as in the facility agreement between the Company (as **Borrower**), Navigator Mining Pty Ltd and Navigator (Bronzewing) Pty Ltd (as **Guarantors**), RMB Australia Holdings Limited (as **Financier**) and RMB Resources Limited (as **Agent**) (**Facility Agreement**).

1. No consideration is payable for the issue of the Options.
2. The exercise price payable by the Optionholder on the exercise of the Options is the lesser of:
 - (a) A\$0.22 per Share;
 - (b) a price that is 15% above the market price at the date of the Borrower mandating the Financier to arrange the Facility;
 - (c) a price that is 15% above the market price at the date of the Option issue; and
 - (d) a price that is 15% above the price at which the Equity Contribution is raised;

(Exercise Price).
3. Options that have not been exercised in accordance with these terms will lapse at 5.00pm on the day which is five (5) years after the date on which those Options have been issued under the Facility Agreement (**Expiry Date**).
4. In relation to an Option, the Optionholder may exercise that Option at any time before 5.00pm (Melbourne time) on the Expiry Date (**Exercise Period**).
5. The Options are exercisable by lodging with the Company during the Exercise Period:
 - (a) a written notice of exercise of Options specifying the number of Options being exercised (**Notice of Exercise of Options**);
 - (b) a cheque, or other evidence satisfactory to the Company of payment of the Exercise Price for the number of Options being exercised; and
 - (c) the certificate for those Options, for cancellation by the Company.
6. Within 10 Business Days of receipt of an Notice of Exercise of Options accompanied by the Exercise Price the Company will:
 - (a) allot the number of Shares specified in the Exercise Notice to the relevant Optionholder;
 - (b) procure that the relevant Optionholder is issued a CHESS holding statement or issuer-sponsored holding statement in respect of the allotted Shares;
 - (c) lodge with ASX a notice in accordance with section 708A(5) and (6) of the Corporations Act in relation to the issue of the Shares or, if the Company is unable to comply with each of the obligations required to issue such a notice, lodge a disclosure document complying with part 6D.2 of the Corporations Act;
 - (d) cancel the certificate for the Options being exercised; and

- (e) if applicable, issue a new certificate for any unexercised Options to the relevant Optionholder.
7. The Company will not apply for official quotation by ASX of the Options.
 8. The Company must apply for official quotation on the ASX of any Shares issued on exercise of an Option, immediately upon, and in any event no later than two (2) Business Days after, the Shares are issued and allotted. When issued on exercise of an Option, any Shares must be of the same class, and rank equally with, other Shares on issue as at that date.
 9. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company before the expiry or exercise of any Options, the number of Options to which the Optionholder is entitled or the Exercise Price of the Options or both will be reconstructed (as appropriate) in accordance with the ASX Listing Rules. For the avoidance of doubt, the rights of an Optionholder may be changed to the extent (but only to the extent) necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
 10. There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to shareholders of the Company during the currency of the Options until those Options are exercised and Shares are allotted and issued in accordance with the Facility Agreement and the terms of this Option Certificate. However, the Company will ensure that for the purpose of determining entitlements to any issue of capital of that kind, the Company will give the Optionholder 21 Trading Days notice of any new issue of capital before the record date for determining entitlements to the issue of capital in accordance with the ASX Listing Rules. This will give the Optionholder the opportunity to exercise that portion of the Options which the Optionholder is entitled to exercise before the record date for determining entitlements to participate in any issue of capital.
 11. If, before the expiry of any Options, the Company makes an issue of Shares to the holders of Shares by way of capitalisation of profits or reserves (**Bonus Issue**) other than in lieu of a dividend payment, then on exercise of the Options, the Optionholder will be entitled to have issued to it (in addition to the Shares which the Optionholder is otherwise entitled to be issued on exercise of the Options) additional Shares in the Company. The number of additional Shares is the number of Shares which would have been issued to the Optionholder under the Bonus Issue (**Bonus Shares**) if on the date on which entitlements for the Bonus Issue were calculated, it had been registered as the holder of the number of Shares which it would have been registered as holder of if immediately before that date it had exercised its Options and been issued the specified Shares. The Bonus Shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and when issued will rank pari passu in all respects with the other Shares allotted upon exercise of the Options.
 12. The Optionholder is entitled to sell, assign or transfer all or any part of the Options to any person or persons provided that the transferee of the Options is a person to whom an offer of Options may be made without a disclosure document in accordance with Chapter 6D of the Corporations Act.
 13. An Optionholder will be sent reports, accounts and other information required to be sent to Shareholders, including notices of meetings.
 14. An Optionholder will have the right to attend, but (subject to the Corporations Act) not to vote at, general meetings of Shareholders.

ANNEXURE C – TERMS AND CONDITIONS OF THE SECOND CASIMIR OPTIONS

The Casimir Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. Each Casimir Option shall entitle the holder the right to subscribe (in cash) for one (1) fully paid ordinary share in the capital of the Company (**Share**) in accordance with these terms and conditions. To obtain the right given by each Casimir Option, Casimir must exercise the Casimir Options in accordance with the terms and conditions of the Casimir Options.
2. The Casimir Options will expire at 5.00pm WST on the date which is three (3) years after the date they are first issued (**Expiry Date**). Subject to Clause 6 hereof, the Casimir Options may be exercised at any time prior to the Expiry Date. Casimir Options not so exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. Each Share allotted as a result of the exercise of any Casimir Option will, subject to the Constitution of the Company, rank in all respects *pari passu* with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
4. Casimir will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Optionholder, a member of the Company.
5. Casimir Options are not transferable at any time prior to the Expiry Date.
6. Method of Exercise of Casimir Options:
 - (a) The Company will provide to Casimir a notice that is to be completed when exercising the Casimir Options (**Notice of Exercise of Casimir Options**). Casimir Options may be exercised by Casimir completing the Notice of Exercise of Casimir Options and forwarding the same to the Secretary of the Company to be received prior to the Expiry Date. The Notice of Exercise of Casimir Options must state the number of Casimir Options exercised and the consequent number of ordinary Shares in the capital of the Company to be allotted.
 - (b) The Notice of Exercise of Casimir Options by Casimir must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of A\$0.195 per Share respectively (**Casimir Exercise Price**).
 - (c) Subject to Clause 6(a) hereof, the exercise of less than all of Casimir's Options will not prevent Casimir from exercising the whole or any part of the balance of their entitlement under the remaining Casimir Options.
 - (d) Within 10 Business Days from the date Casimir properly exercises Casimir Options, the Company shall issue and allot to Casimir that number of fully paid ordinary shares in the capital of the Company so subscribed for by Casimir.
 - (e) The Company will not apply for quotation of the Casimir Options on ASX. The Company will apply for quotation on ASX of all Shares allotted pursuant to the exercise of the Casimir Options within 10 Business Days after the date of allotment of those securities.
7. In the event of a reconstruction (including consolidation, sub-division, reduction, cancellation or return) of the issued capital of the Company, all rights of the Casimir Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

8. There are no participating rights or entitlements inherent in the Casimir Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Expiry Date unless and until the Casimir Options are exercised and Shares are issued in accordance with these terms and conditions. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least six (6) Business Days after such new issues are announced (or such other date if required under the ASX Listing Rules) in order to afford Casimir an opportunity to exercise the Casimir Options.
9. There are no rights to change the Casimir Exercise Price or the number of underlying ordinary Shares if there is a pro rata issue or bonus issue to the holders of ordinary Shares.
10. To the extent that any of these terms and condition are inconsistent with or different in any way from any provision of the ASX Listing Rules in respect of options to subscribe for ordinary shares in companies listed on the ASX, the ASX Listing Rules prevail.

ANNEXURE D – CAPITAL STRUCTURE POST PLACEMENT OF SECURITIES

NAVIGATOR RESOURCES LTD

CAPITAL STRUCTURE

	<u>Shares</u>	<u>Options</u>
On issue as at 24 September 2009	149,971,872	10,075,000
To be issued from EGM approval 30 July 2009	4,000,000	2,000,000
Current Total	153,971,872	12,075,000
Placement – Tranche 1 (Resolution 1)	45,617,646	22,058,823
Placement – Robert Healy (Resolution 3)	20,588,236	10,294,118
Placement – Tranche 2 (Resolution 4)	29,529,412	15,514,706
RMB Options (Resolutions 2 and 5)	-	21,000,000
Casimir Options (Resolution 6)	-	4,786,765
TOTAL NEW SHARE STRUCTURE	249,707,166	85,729,412

**NAVIGATOR RESOURCES LIMITED****ABN: 82 063 366 487****PROXY FORM**

Company Secretary, Navigator Resources Limited
PO Box 276, WEST PERTH WA 6872
Ph: +61 8 9226 5311; Fax: +61 8 9226 5411

<HOLDER INFORMATION LINE 1>
<HOLDER INFORMATION LINE 2>
<HOLDER INFORMATION LINE 3>
<HOLDER INFORMATION LINE 4>

EXTRAORDINARY GENERAL MEETING

I/We

being a member(s) of Navigator Resources Limited and entitled to attend and vote at the Extraordinary General Meeting, hereby appoint

(Name of proxy)

or failing the person/body corporate so named or, if no person/body corporate is named, the Chair of the Extraordinary General Meeting, or the Chair's nominee, 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 the Company to be held at 2.00pm (WST) on Thursday, 29 October 2009 at The Celtic Club, 48 Ord Street, West Perth, Western Australia (and at any adjournment thereof) (Meeting). If no directions are given, the Chair will vote in favour of all of the Resolutions.

Voting on Business of the Extraordinary General Meeting

Please indicate your voting intentions by placing an X in the appropriate box.

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratification of Prior Issue of Options to RMB Australia Holdings Ltd	☐	☐	☐
Resolution 2 – Ratification of Prior Issue of Options in Placement	☐	☐	☐
Resolution 3 – Placement of Shares and Options to Mr Robert Healy	☐	☐	☐
Resolution 4 – Placement of Shares and Options	☐	☐	☐
Resolution 5 – Issue of Options to RMB Australia Holdings Ltd	☐	☐	☐
Resolution 6 – Issue of Options to Casimir Capital (Asia Pacific) Pty Ltd	☐	☐	☐

OR☐

Place an X in the box if the Chair of the Extraordinary General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 6.

By marking this box, you acknowledge that the Chair of the Extraordinary General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 6 and that votes cast by the Chair of the Extraordinary General Meeting for Resolutions 1 to 6 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 Chair will not cast your votes on Resolutions 1 to 6 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 6.

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %.

Signed this _____ day of _____ 2009

By:

Signature

Director

Signature

Sole Director &
Sole Company Secretary

Signature

Director/
Company Secretary

INSTRUCTIONS FOR COMPLETING 'PROXY FORM'

1. A member entitled to attend and vote at a general meeting is entitled to appoint not more than two (2) proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. If two (2) proxies are appointed, each proxy must be allocated a proportion of the member's voting rights. If a member appoints two (2) proxies and the appointment does not specify this proportion, each proxy may exercise half (½) the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one (1) name the holder must sign the Proxy Form. Where the holding is in more than one (1) name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - ◆ two (2) 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, 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.

5. Completion of a Proxy Form will not prevent individual members from attending the Extraordinary General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Extraordinary General Meeting in person, then the proxy's authority to speak and vote for that member is suspended whilst the member is present at the Extraordinary General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - ◆ hand delivery to the Company's registered office at Unit 1, 34 King's Park Road, West Perth 6005; or
 - ◆ post addressed to Navigator Resources Limited, PO Box 276, West Perth WA 6872; or
 - ◆ facsimile at +61 8 9226 5411; or
 - ◆ email to navigator@navigatorresources.com.au,

so that it is received not later than 2.00pm (WST) on Tuesday, 27 October 2009.

Proxy forms received later than this time will be invalid.