

ARK MINES LTD
ABN 31 123 668 717

**NOTICE OF ANNUAL GENERAL
MEETING**

AND

EXPLANATORY MEMORANDUM

A PROXY FORM IS ENCLOSED

THIS DOCUMENT IS IMPORTANT

If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your sharebroker, solicitor, accountant or other professional advisor immediately.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Notice of Annual General Meeting

Notice is given that the 2011 Annual General Meeting of Ark Mines Ltd ("**Ark**" or "**Company**") will be held at the Company's registered office located at Suite C, Level 4, 140 William Street, Woolloomooloo, NSW, on Tuesday, 20 December 2011 at 11.00 am AEDT.

Business

Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2011.

Resolution 1

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

"To adopt the Remuneration Report of the Company for the year ended 30 June 2011."

Resolution 2

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

"That Mr Antony Corel, who retires by rotation is re-elected as a director of the Company"

Resolution 3

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

"That Mr Roger Alan Jackson is elected as a director of the Company"

Resolution 4

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

"That Mr John Slade is elected as a director of the Company"

Resolution 5

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

"That Mr Ian Mitchell is elected as a director of the Company"

Resolution 6

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

"That Mr Robert McLennan is elected as a director of the Company"

Resolution 7

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

"That the issue of 4,200,000 fully paid ordinary shares in the Company on 26 September 2011 for \$0.25 per share to the shareholders listed in Table 1 be and is hereby ratified for the purposes of that issue and ASX Listing Rules 7.4 and 7.5"

Table 1

Kevin John Dart <Dart Family Super Fund A/C>	200,000
Basis Trading Pty Ltd <The Fitzgerald Family A/C>	80,000
Mrs Catherine Louise Thompson	100,000
Goldfire Enterprises Pty Ltd	400,000
Cascadewaters Pty Ltd <Superfund A/C>	100,000
Cobungra Holdings Pty Ltd	800,000
Horizon Storm Pty Ltd	800,000
Ichiya Co Ltd	800,000
Buckingham Investment Financial Services Pty Ltd <Lennox Head Property A/C>	100,000
John Wardman & Associates Pty Ltd <The Wardman Super Fund A/C>	820,000

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 7 by any of the shareholders in Table 1 or their associates.

However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) 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.

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By Order of the Board

Dated: 18 November 2011

Ian Mitchell
Company Secretary

Notes

The Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Annual General Meeting.

Entitlement to vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that for the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7.00 pm AEDT on 18 December 2011. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Proxies

1. A member entitled to attend and vote at the Annual General Meeting convened by this Notice of Meeting has a right to appoint a proxy to attend and vote instead of the member. The appointment of proxy may specify the proportion of number of votes that the proxy may exercise. Fractions of votes will be disregarded.
2. A proxy need not be a member and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

3. A member that is entitled to cast two (2) or more votes may appoint up to two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Fractions of votes will be disregarded.
4. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
5. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
6. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
7. To vote by proxy, please complete and sign the proxy form enclosed and return it to the Company's registered office:

Ark Mines Ltd.
Suite C, Level 4, 140 William Street
WOOLLOOMOO NSW 2011 Australia

OR

by facsimile: 02 9358 2218 (International: +61 2 9358 2218)

by no later than 11.00am AEDT on 18 December 2011.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at the Company's offices located at Suite C, Level 4, 140 William Street, Woolloomooloo Sydney, NSW 2011, on Tuesday, 20 December 2011 at 11.00 am AEDT.

Financial Report

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2011 will be tabled before the meeting and is enclosed with this Notice of Meeting. There is no requirement for shareholders to approve these reports, however, the Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about the conduct of the audit and the content of the Auditor's Report.

1. Adoption of Remuneration Report

The remuneration report of the Company for the financial year ended 30 June 2011 ("Remuneration Report") is set out on pages 6 to 7 of the Company's 2011 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director and staff. The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting.

In addition, shareholders will be asked to vote on the Remuneration Report. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the Managing Director, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

A vote on the resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) A member of the key management personnel details of whose remuneration are included in the remuneration report;
- (b) A closely related party of such a member.

However such a person may cast a vote on the resolution if:

- (a) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) The vote is not cast on behalf of such a person.

2. Re-election of Antony Corel as a Director

Pursuant to Listing Rule 14.4, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election.

Pursuant to article 39.1 of the Company's Constitution and the Corporations Act, Antony Corel retires by rotation and, being eligible, offers himself for re-election.

3. Election of Roger Alan Jackson as a Director

Pursuant to article 37.2 of the Company's Constitution and the Corporations Act, Roger Alan Jackson who was appointed as a Director during the year retires in accordance with these requirements and, being eligible, offers himself for election.

4. Election of John Slade as a Director

Pursuant to article 37.2 of the Company's Constitution and the Corporations Act, John Slade who was appointed as a Director during the year retires in accordance with these requirements and, being eligible, offers himself for election.

5. Election of Ian Mitchell as a Director

Pursuant to article 37.2 of the Company's Constitution and the Corporations Act, Ian Mitchell who was appointed as a Director during the year retires in accordance with these requirements and, being eligible, offers himself for election.

6. Election of Robert McLennan as a Director

Pursuant to article 37.2 of the Company's Constitution and the Corporations Act, Robert McLennan who was appointed as a Director during the year retires in accordance with these requirements and, being eligible, offers himself for election.

7. Ratification of the Issue of Shares

Resolution 7 seeks the ratification by shareholders of the issue of 4,200,000 ordinary shares on 26 September 2011, each at an issue price of \$0.25.

The purpose of the issue was to provide the Company with funding for a deposit and to conduct due diligence on the proposed acquisition of ownership and control of the Marsuparia Contract of Work in central Kalimantan, Indonesia and for working capital.

ASX Listing Rule 7.4 and 7.5

The shares were issued within the Company's 15% limit permitted under ASX Listing Rule 7.1 without the need for shareholder approval. The effect of shareholders passing Resolution 7 will be to restore the Company's ability to issue securities within the 15% limit permitted under ASX Listing Rule 7.1.

Details of the issue as required by Listing Rule 7.5 are as follows:

- The number of shares allotted is 4,200,000;
- Issue price at which the shares were issued is \$0.25 per share;
- The shares were issue to holders who are not related parties to the Company;
- Terms
 - the shares issued are fully paid ordinary shares in the capital of the Company;
 - the shares rank equally in all respect with existing fully paid ordinary shares;
 - the shares are not escrowed;
- the names of the allottees are;

Kevin John Dart <Dart Family Super Fund A/C>	200,000
Basis Trading Pty Ltd <The Fitzgerald Family A/C>	80,000
Mrs Catherine Louise Thompson	100,000
Goldfire Enterprises Pty Ltd	400,000
Cascadewaters Pty Ltd <Superfund A/C>	100,000
Cobungra Holdings Pty Ltd	800,000
Horizon Storm Pty Ltd	800,000
Ichiya Co Ltd	800,000
Buckingham Investment Financial Services Pty Ltd <Lennox Head Property A/C>	100,000
John Wardman & Associates Pty Ltd <The Wardman Super Fund A/C>	820,000

- A voting exclusion statement is included in this Notice of Annual General Meeting.

PROXY FORM

I/We.....
of.....
being a member/members of Ark Mines Limited HEREBY APPOINT

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and 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 Annual General Meeting of Members of the Company to be held at 11.00 am on 20 December 2011 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

Resolution	For	Against	Abstain
1 To adopt the Remuneration Report	☐	☐	☐
2 To elect Mr Antony Corel as Director of the Company	☐	☐	☐
3 To elect Mr Roger Alan Jackson as a Director of the Company	☐	☐	☐
4 To elect Mr John Slade as a Director of the Company	☐	☐	☐
5 To elect Mr Ian Mitchell as a Director of the Company	☐	☐	☐
6 To elect Mr Robert McLennan as a Director of the Company	☐	☐	☐
7 To ratify the issue of 4,200,000 shares issued on 26 September 2011	☐	☐	☐

Important information if the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below. 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 the resolutions and your votes will not be counted in computing the required majority if a poll is called on this resolution. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the voting box above (for example if you wish to vote for, against or abstain from voting) or by marking the box below (in which case the Chairman of the Meeting will vote in favour of each resolution on your behalf)

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

☐ I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions (except where I/we have indicated a different voting intention).

Signature of Security holder(s) *This section must be completed.*

Dated this day of 2011

Signatures of Securityholder(s).

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Individual Securityholder(s)
Sole Director and Company Secretary or Director and Director/Company Secretary

Proxy Form

For your vote to be effective it must be received by 11:00 am AEDT on 18 December 2011. 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 in the next page.

A proxy need not be a security holder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the security holders 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate security holder or proxy is to attend the meeting you will need to provide the appropriate Certificate of Appointment of Corporate Representative" prior to admission.

Lodgement of Proxy Appointment Form

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

- at suite C, Level 4, 140 William Street, Woolloomooloo NSW 2011 Australia: or
- by fax, on fax number +61 2 9358 2218,

not later than 48 hours before the time appointed for holding the Annual General Meeting.

Documents received after that time will not be valid for the scheduled meeting.