



Yellow Rock Resources Limited

ACN: 116 221 740

35 Great Eastern Highway
Rivervale WA 6103

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23 October 2009

Companies Announcement Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT

Please find attached the company's Notice of Annual General Meeting to be held on Tuesday, 24 November 2009 at 10.00am.

The company advises that the Annual Report comprises only the documents previously lodged with ASX.

Yours faithfully

Catherine Anderson
Company Secretary

Yellow Rock Resources Limited

ABN 90 116 221 740

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Tuesday, 24 November 2009

Time of Meeting

10.00 am (WST)

Place of Meeting

CWA House
1176 Hay Street
West Perth WA 6005

YELLOW ROCK RESOURCES LIMITED

ABN 90 116 221 740

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Yellow Rock Resources Limited (**Yellow Rock** or the **Company**) will be held at 10.00am on Tuesday, 24 November 2009 at CWA House, 1176 Hay Street, West Perth, Western Australia.

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting.

AGENDA

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company and of the consolidated entity for the financial year ended 30 June 2009 ("Financial Reports").

B. ITEMS FOR APPROVAL

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report included in the Annual Report for the financial year ended 30 June 2009 be adopted."

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director (Mr Donald Valentino)

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

"That, pursuant to clause 7.3(c) of the Constitution of the Company, Mr Donald Valentino, who offers himself for re-election, having consented to act as a Director of the Company and being eligible, is hereby re-elected as a Director of the Company."

Resolution 3 – Re-election of Director (Mr Jeffrey Green)

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

"That, pursuant to clause 7.3(c) of the Constitution of the Company, Mr Jeffrey Green, who offers himself for re-election, having consented to act as a Director of the Company and being eligible, is hereby re-elected as a Director of the Company."

Short Explanation – Resolutions 2 and 3: Clauses 7.2 and 7.3 of the Constitution provide that the Directors may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Directors, and a Director so appointed must retire at the next Annual General Meeting of the Company following the appointment and is eligible for re-election at that Meeting.

Voting at Annual General 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 Annual General Meeting are those who are registered Shareholders of the Company at 10.00am on 23 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company's website at www.yrr.com.au

BY ORDER OF THE BOARD

Catherine Anderson

Company Secretary

Dated: 15 October 2009

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at CWA House, 1176 Hay Street, West Perth, Western Australia on 24 November 2009 at 10.00am (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of annual general meeting.

FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act, the financial statements for the year ended 30 June 2009 and the reports of the Directors and auditors thereon will be laid before the meeting. There is no requirement for a formal resolution on this item.

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the meeting.

As a Shareholder you are entitled to submit one written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- The content of the auditor's report; or
- The conduct of the audit in relation to the financial report.

All written questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor. Questions must be received by the Company no later than 5 business days before the date of the Annual General Meeting.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and executives' remuneration. Section 300A of the Corporations Act sets out the information to be included in the Remuneration Report. The Remuneration Report is set out in the Directors Report section of Company's 2009 Annual Report.

As required by section 250R(2) of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2009 be adopted is to be put to a vote. The vote on this item is advisory only and does not bind the Directors or the Company.

In accordance with section 250SA of the Corporations Act, shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

RESOLUTIONS 2 AND 3 - RE-ELECTION OF DIRECTORS

Resolutions 2 and 3 relate to the election of Directors. Clause 7.2(b) of the Company's Constitution states that the Directors may appoint any person as a Director of the company. Under clause 7.3(c) of the Constitution, Directors so appointed must retire at the next Annual General Meeting of the Company and are eligible for re-election at that Meeting.

Mr Don Valentino and Mr Jeffrey Green were appointed as an additional directors on 15 May 2009 and 2 July 2009 respectively. In accordance with Clause 7.3(b) of the Constitution, both Mr Valentino and Mr Green offer themselves for re-election as a Director of the Company.

A summary of the qualifications and experience for each is provided below:

Donald Valentino – Executive Chairman

Mr Valentino has an extensive range of experience in varied industries. He has a proven ability to communicate with professional peers in a wide range of disciplines.

Mr Valentino, was State Manager of Sigma Pharmaceuticals Ltd for a period of ten years and achieved notable success in profitable business building, strict operating cost management, customer relations, personnel development and enhanced divisional profit contribution.

During the period from May 2006 to January 2009 Mr Valentino, in his capacity of Managing Director of Genesis Biomedical Limited (GBL), was primarily responsible for redirecting GBL from its original biomedical activities to significant involvement in the mining and resource sector.

Jeffrey Green – Non-Executive Director

Mr Green has over 25 years of management and commercial experience within Australia's prospecting and mining industry. He has held non-executive directorships on a number of publicly listed resource companies and has been actively involved in the acquisition and negotiating of mining assets. His career has included the establishment and operation of the drilling company Green Drilling Pty Ltd in Western Australia. He further went on to establish and successfully develop the company Powerwest Pty Ltd which comprised of three divisions - power stations, mining dewatering and general hire equipment, all servicing the mining industry.

Mr Green brings to the company significant knowledge and vision as a result of his extensive experience in the strategic development and leadership of a large company together with his broad bases background in the resources sector. Mr Green is currently a non-executive director of Magna Mining NL.

DEFINITIONS

ASX	means ASX Limited ABN 99 009 076 233.
ASX Listing Rules	means the official listing rules of ASX.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Statement	means this Explanatory Statement.
Notice	means the notice of annual general meeting which forms part of this Explanatory Statement.
Shareholder	means a holder of a Share.
Yellow Rock or the Company	means Yellow Rock Resources Limited (ABN 90 116 221 740).

Proxy Form

The Secretary
Yellow Rock Resources Limited
35 Great Eastern Highway
Rivervale WA 6103

I/We (full name)

of

being a member(s) of Yellow Rock Resources Limited, hereby appoint as my/our proxy

of

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 10.00am on 24 November, 2009 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

The Chairman of the Meeting intends to vote all undirected proxies in favour of all resolutions.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-election of Director – Donald Valentino	☐	☐	☐
3 Re-election of Director – Jeffrey Green	☐	☐	☐

If the member is an individual or joint holder:

Usual Signature

Dated this _____ day of

Usual Signature

2009

If the member is a Company:

Signed in accordance with the
Constitution of the company
the presence of:

Director/Sole Director

Dated this _____ day of

Director/Secretary

2009

Sole Director and Sole Secretary

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 10.00am (WST) on 23 November 2009. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Yellow Rock Resources Limited
 35 Great Eastern Highway
 Rivervale WA 6103

By mail: Yellow Rock Resources Limited
 35 Great Eastern Highway
 Rivervale WA 6103

By fax: (08) 9361 5900