

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on Friday 18 November 2005 commencing at 10.30am at the Company's registered office, Level 4, 118 Christie Street, St Leonards, Sydney, NSW 2065.

Ordinary Business

To consider and, if thought fit, pass each of the following resolutions as ordinary resolutions:

1. Adoption of Accounts and Reports

To receive and consider the Statement of Financial Position of the Company as at 30 June 2005, the Statement of Financial Performance of the Company for the year ended on that date, together with the consolidated accounts of the Company and its controlled entities and the reports of Directors and Auditors thereon.

2. Adoption of Remuneration Report

To adopt the remuneration report forming part of the Directors' Report for the financial year ended 30 June 2005.

(Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.)

3. Election of a Director

In accordance with the Constitution of the Company, Mr Grahame Hamilton retires by rotation being eligible, is re-elected as a Director of Cullen Resources Limited.

4. Election of a Director

In accordance with the Constitution of the Company, Dr Chris Ringrose retires by rotation being eligible, is re-elected as a Director of Cullen Resources Limited.

5. Further Business

To transact any further business that may legally be brought up.

By Order of the Board

W. J. Kernaghan
Secretary

Notes:

1. Voting Entitlements
Pursuant to Section 1109N of the Corporations Act 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 10.30am on 16 November 2005.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
4. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
5. A proxy need not be a member of the Company.
6. To be effective, the proxy form must be received by the Company at its registered office, Level 4, 118 Christie Street, St. Leonards, Sydney NSW 2065, or received by facsimile on (02) 9437 4599 not less than forty-eight (48) hours before the time for holding the meeting.

CULLEN RESOURCES LIMITED

A.C.N. 006 045 790



APPOINTMENT OF PROXY

I/We

of.....

being a member/members of Cullen Resources Limited hereby appoint

☐ The Chairman of
The meeting
(mark with an 'X') OR

Write the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named attending the meeting, or if no person is named, the Chairman of the meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held on 18 November, 2005 at 10.30 am and at any adjournment of that meeting.

IMPORTANT:

☐ If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on each item, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of these items and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman intends to vote undirected proxies in favour of each Item.

Voting directions to your proxy – please mark “X” to indicate your directions

Resolution	For	Against	Abstain
1. Adoption of Annual Accounts	☐	☐	☐
2. Adoption of Remuneration Report.	☐	☐	☐
3. Re-election of Mr Grahame Hamilton	☐	☐	☐
4. Re-election of Dr Chris Ringrose	☐	☐	☐

Signed this day of 2005.

Individual Securityholder 1

Securityholder 2

Securityholder 3

Individual/Sole Director

Director

Director/Company Secretary

This form must be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwth).

Notes:

1. Voting Entitlements
Pursuant to Section 1109N of the Corporations Act 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 10.30am on 16 November 2005.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
4. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
5. A proxy need not be a member of the Company.
6. To be effective, the proxy form must be received by the Company at its registered office, Level 4, 118 Christie Street, St. Leonards, Sydney NSW 2065, or received by facsimile on (02) 9437 4599 not less than forty-eight (48) hours before the time for holding the meeting.