
COZIRON RESOURCES LTD

ABN 91 112 866 869

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Statements and Proxy Form

TIME 11.30am WST

DATE Wednesday, 26 November 2008

PLACE 'Citigate'
707 Wellington Street
PERTH WA 6000

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9227 7766.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Coziron Resources Ltd will be held at 'Citigate', 707 Wellington Street, Perth, Western Australia at 11.30am WST on Wednesday, 26 November 2008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders at the close of business on Monday, 24 November 2008.

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

AGENDA

Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2008, together with the directors' report and the auditor's report.

Resolution 1 - Adoption of Remuneration Report (Non-binding)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."

Resolution 2 - Re-election of Mr Richard Teng Beng Tan

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

"That, Mr Richard Teng Beng Tan, being a Director, retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible, is hereby re-elected as a Director."

Resolution 3 - Resignation of Auditor

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

"That the resignation of BDO Kendalls as Auditor to the Company having been received said resignation be accepted, subject to ASIC approval."

Resolution 4 -Appointment of Auditor

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

"That the consent of Cormac Sharkey to act as Auditor to the Company having been received that Cormac Sharkey be so appointed, subject to ASIC approval."

NOTICE OF ANNUAL GENERAL MEETING

Important Notes

1. For further information and explanation of the above resolutions, please refer to “Explanatory Statement” which is annexed to and forms part of this Notice of Annual General Meeting.
2. All resolutions are required pursuant to the provisions of the Listing Rules of ASX Ltd, the Constitution of the Company and the Corporations Act.

DATED: 27 OCTOBER 2008

BY ORDER OF THE BOARD

TJ SPOONER

COMPANY SECRETARY

COZIRON RESOURCES LTD

Voting Exclusion Note:

Where a voting exclusion applies, 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

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 'Citigate', 707 Wellington Street, Perth, Western Australia at 11.30am WST on Wednesday, 26 November 2008.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

RESOLUTION 1 -REMUNERATION REPORT (NON-BINDING RESOLUTION)

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- b) discussion of the relationship between such policy and the Company's performance; and
- c) the prescribed details in relation to the remuneration of each Director and certain executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

RESOLUTION 2 -RE-ELECTION OF MR RICHARD TENG BENG TAN

Clause 11.3 of the Constitution provides that Mr Richard Teng Beng Tan retires by rotation. Mr Richard Teng Beng Tan has offered himself for re-election as a Director of the Company.

Mr Richard Teng Beng Tan seeks re-election in accordance with clause 11.4 of the Constitution. Details regarding Mr Richard Teng Beng Tan are set out in the Company's 2008 Annual Report.

RESOLUTION 3 - RESIGNATION OF AUDITOR

ASIC's approval of the resignation of the existing auditors, BDO Kendalls, is required prior to the appointment of Cormac Sharkey & Co.

RESOLUTION 4 - APPOINTMENT OF AUDITOR

This resolution is self-explanatory.

ASIC AND ASX'S ROLE

The fact that the accompanying Notice of Meeting, this Explanatory Statement and other relevant documentation has been received by ASX is not to be taken as an indication of the merits of the Resolutions. ASX and its respective officers take no responsibility for any decision a shareholder may have in reliance on any of that documentation.

EXPLANATORY STATEMENT (Continued)

ATTENDANCE AND VOTING ELIGIBILITY

For the purposes of the meeting, securities will be taken to be held by the persons who are registered holders at 11.30am on Monday 24 November 2008. Accordingly transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

A Shareholder entitled to attend and vote at the Annual General Meeting convened by the above Notice of Meeting is entitled to appoint not more than 2 proxies to attend and, on a poll, to vote in his stead. Where 2 proxies are appointed and the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise one half of the votes of the Shareholder. A proxy need not be a Shareholder.

Please complete and sign the proxy form enclosed and either:

- a) send the proxy form by post to Coziron Resources Ltd, PO Box 363, Northbridge, Western Australia 6865; or
- b) send the proxy form by facsimile to the Company on facsimile number (08) 9227 1370,

so that it is received not later than 11.30am WST on Monday, 24 November 2008.

Proxy forms received later than this time will be invalid.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important. To vote in person, attend the Annual General Meeting on the date and at the place set out above.

GLOSSARY

2008 Annual Report means the Company's annual report for the year ended 30 June 2008, which can be downloaded from the Company's website at www.coziron.com.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the Board of Directors.

Company or **Coziron** means Coziron Resources Ltd (ABN 91 112866869).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

Coziron Resources Limited
ABN 91 112 866 869

PROXY FORM

The Company Secretary
Coziron Resources Ltd
Level 4, 102 James St, Northbridge, WA, 6003
Facsimile: (+618) 9227 1370 Email: tj.spooner@mgiperth.com.au

I/We _____

of _____

being a member/(s) of Coziron Resources Ltd and entitled to attend and vote,

appoint _____

(full name)

or failing him/her, or if no person is named, the Chairperson of the meeting or the Chairperson's nominee, to vote in accordance with the following directions, if no directions have been given, as the proxy sees fit, at the Annual General Meeting of the Company to be held on Wednesday, 26 November 2008 at 11.30 am. and at any adjournment of the meeting and to demand a poll.

If two proxies are appointed, the percentage of voting rights this proxy is appointed to represent is.....%.

Instructions as to Voting

If you wish to instruct your proxy how to vote with respect to the proposed resolutions, please tick or otherwise mark the appropriate box opposite each item below.

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Richard Teng Beng Tan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resignation of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of new auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

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

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman intends to vote in favour of all of the resolutions.

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

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

Dated: Individuals or Joint Holders	Companies (affix common seal if appropriate)
_____ (Signature)	_____ Director
_____ (Signature)	_____ Director/Secretary
	_____ Sole Director and Sole Company Secretary

Note:

This proxy form must be signed personally by the member or his attorney. A corporation must sign under its Common Seal (if applicable) or under the hand of its attorney and shall be duly attested by witnessing.