

Australasia Consolidated Limited

ACN 104 757 904

Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at

**Rendezvous Observation City Hotel
The Esplanade, Scarborough Beach, Western Australia**

**on Tuesday 30 November 2010
commencing at 2.00pm (WST)**

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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Key dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and the dates are subject to possible change.

Event	Date
Snapshot date for eligibility to vote	26 November 2010
Last day for receipt of Proxies*	28 November 2010
Annual General Meeting	30 November 2010

*Proxy Forms received after 2.00pm on this date will be disregarded.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Australasia Consolidated Limited ACN 104 757 904 (**Australasia** or **Company**) will be held at **Rendezvous Observation City Hotel, The Esplanade, Scarborough Beach, Western Australia** on **Tuesday 30 November 2010** commencing at **2.00pm (WST)**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary of Terms as set out in the Explanatory Statement.

Agenda

Financial Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditors for the year ended 30 June 2010.

Resolution 1 - Adoption of Remuneration Report

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

That the Remuneration Report contained in the Directors' Report for the year ended 30 June 2010 be adopted by the Company.

In accordance with the Corporations Act the vote on the resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Election of Mr Nick Revell as a Director

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

That, for the purpose of Article 3.3 of the Company's constitution and Listing Rule 14.4, and for all other purposes, Mr Nick Revell, having been appointed by the Board as an additional Director on 4 February 2010 and being eligible offers himself for election, be elected as a Director.

Resolution 3 – Appointment of Auditor

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

That for the purposes of section 327B(1) of the Corporations Act and for all other purposes, HLB Mann Judd (WA Partnership), having consented to act as the Company's auditor, be appointed as auditor of the Company.

Resolution 4 – Ratification of issue of Shares to Sophisticated Investors

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

That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 5,538,325 ordinary Shares to Sophisticated Investors at a price of 5.2 cents per Share.

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by those persons who were issued Shares under the Placement and by an Associate of those persons. However, the Company need not disregard a vote if 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 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.

Resolution 5 – Ratification of issue of Shares to Azure Capital Limited

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

That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 4,000,000 ordinary Shares to Azure Capital Pty Ltd..

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by those persons who were issued Shares under the Issue and by an Associate of those persons. However, the Company need not disregard a vote if 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 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.

Resolution 6 – Ratification of issue of Shares to Westlink Asset Pty Ltd

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

That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 13,000,000 ordinary Shares to Westlink Asset Pty Ltd.

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 6 by those persons who were issued Shares under the Issue and by an Associate of those persons. However, the Company need not disregard a vote if 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 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.

Resolution 7 - Amendment to Constitution

To consider and, if thought fit, to pass, the following resolution as a **special resolution**:

“That with effect from the close of this meeting, article 28.2 of the Company’s constitution be deleted and replaced with the following:

28.2 Payment of dividends

- (a) *Subject to any rights or restrictions attached to a class of Shares and the Corporations Act, the Company may pay dividends on Shares as the Directors resolve but only to the extent that:*
 - (i) *the Company’s assets exceed its liabilities by at least the amount of the dividend to be paid;*
 - (ii) *it is fair and reasonable to the Company’s shareholders as a whole; and*
 - (iii) *the payment of the dividend does not materially prejudice the Company’s ability to pay its creditors.*

- (b) *The Company does not incur a debt merely by fixing the amount or time for payment. A debt arises only when the time fixed for payment arrives. The decision to pay a dividend may be revoked by the Board at any time before then. A resolution of the Board as to the amount of the Company's reserves available for dividend is conclusive."*

By Order of the Board of Directors

Bruno Firriolo
Company Secretary

20 October 2010

Proxy Appointment, Voting and Meeting Instructions

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged:

By mail: PO Box 572, Balcatta, WA 6914

By fax: +61 8 9240 4054

By email: admin@australasiaconsolidated.com.au

no later than 2.00pm WST on Sunday, 28 November 2010. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Appointment of a Proxy

A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 8 9240 4111 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders 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 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.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Voting Entitlement (Snapshot Date)

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 5pm WST on Friday 26 November 2010 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company, before the Meeting or at the registration desk on the day of the Meeting. Certificates for the appointment of corporate representatives are available at www.linkmarketservices.com or on request by contacting Link Market Services on telephone number 1300 554 474.

Questions from Shareholders

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr P Plummer of HLB Mann Judd, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2010 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- 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 financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 2.00pm on Tuesday, 23 November 2010:

By mail: PO Box 572, Balcatta, WA 6914

By fax: +61 8 9240 4054

By email: admin@australasiaconsolidated.com.au

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by 23 November 2010, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2010. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

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

The Resolutions are discussed below together.

1. Annual Financial Report

The Corporations Act requires the Directors Report, Auditors Report and the Financial Statements of the Company for the year ended 30 June 2010 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the constitution requires a vote of Shareholders on the reports or financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the Reports and ask questions of the Company's auditor.

2. Resolution 1 - Adoption of Remuneration Report

The Remuneration Report is set out in the Directors Report in the Company's 2010 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. Under section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 - Election of Mr Nick Revell as a Director

Pursuant to clause 3.3 of the Company's Constitution, the Directors may appoint a person to be a Director at any time except during a general meeting. Any director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting. Resolution 3 is an ordinary resolution and provides for the election of Mr Nick Revell to the Board pursuant to the Company's Constitution.

The Board appointed Mr Nick Revell as a Director on 4 February 2010.

Nick Revell has 20 years experience in mine geology and exploration geology, working for major mining companies for 16 years as a mine geologist. Nick established a consulting company 4 years ago which specialises in mine development, due diligence and property valuation at all stages of development. Nick has wide experience in a number of commodities including gold, base metals and iron ore.

Directors' recommendation

The Directors (apart from Mr Revell) recommend that Shareholders vote in favour of the election of Mr Revell.

4. Resolution 3 – Appointment of Auditor

The Company formerly had its principal and registered office in Adelaide and has been using HLB Mann Judd (SA Partnership) as its auditor. The Company's principal and registered office moved to Perth on 7 April 2009.

It is proposed that HLB Mann Judd (SA Partnership) resign as the Company's auditor, subject to the consent of ASIC, and HLB Mann Judd (WA Partnership) be appointed as the Company's auditor.

In accordance with section 327B of the Corporations Act, Shareholders must approve the appointment of HLB Mann Judd (WA Partnership) as the auditor of the Company for the change to occur.

HLB Mann Judd (WA Partnership) has been duly nominated for appointment as the Company's auditor by a member of the Company, as required by section 328 of the Corporations Act. A copy of the notice of nomination for appointment accompanies and forms part of this Notice.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of the appointment of HLB Mann Judd (WA Partnership) as the Company's auditor.

5. Resolution 4 – Ratification of Issue of Shares to Sophisticated Investors

On 24 September 2010 the Company issued 5,538,325 Shares to sophisticated investor clients of Azure Capital Limited.

None of the sophisticated investors are related parties of the Company.

The issue price of the Shares was 5.2 cents and the issue raised \$287,992.

The funds raised will be utilised to help secure a world class management team and screen asset acquisition opportunities which are reflective of the distinctive capabilities of the new management team and to-be-formed advisory group, and for working capital.

The Shares will rank equally with all other Shares.

Listing Rule requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 6, the Company seeks Shareholder approval for, and ratification of, the issue of the Shares as set out above so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Ratification of Issue of Shares to Azure Capital Limited

On 24 September 2010 the Company issued 4 million Shares to Azure Capital Limited (**Azure Capital**).

On 13 September 2010, the Company entered into an agreement with Azure Capital pursuant to which the Company appointed Azure Capital to act as lead manager in connection with a proposed share placement (of which the Shares referred to in Resolution 4 formed a part) (**Placement**) and to provide continuing corporate advice to the Company in respect of future potential financings and acquisitions (**Mandate Agreement**).

Azure Capital subsequently assisted in the completion of the Placement which was announced to the market on 20 September 2010.

The Shares issued to Azure Capital were issued as part consideration in lieu of cash and pursuant to the Mandate Agreement. The stated value of the Shares issued was 5.2 cents per Share (plus GST).

Azure Capital also received 7,000,000 options as part consideration under the Mandate Agreement. This payment was approved by Shareholders at the Extraordinary General Meeting of the Company held on 22 July 2010.

Azure Capital is not a related party of the Company.

No funds were raised by the issue of the Shares.

The Shares will rank equally with all other Shares.

Listing Rule requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 6, the Company seeks Shareholder approval for, and ratification of, the issue of the Shares as set out above so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 5.

7. Resolution 6 – Ratification of Issue of Shares to Westlink Asset Pty Ltd

On 24 September 2010 the Company issued 13 million Shares to Westlink Asset Pty Ltd (**Westlink**). The issue of 13m shares is in satisfaction of consulting services provided by Westlink, paid in Shares in lieu of cash at the request of the Company. The Company has various call options over the Shares (varying in exercise price and duration) and the Shares are subject to varying escrow conditions placed on them by the Company.

Westlink is not a related party of the Company.

No funds were raised by the issue of the Shares.

The Shares will rank equally with all other Shares.

Listing Rule requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 6, the Company seeks Shareholder approval for, and ratification of, the issue of the Shares as set out above so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 6.

8. Resolution 7 - Amendment to Constitution

8.1 New laws in respect of dividends

In June 2010 section 254T of the Corporations Act was amended to allow companies to pay dividends out of capital and assets, as well as out of profits. Prior to the amendment a company could only pay dividends out of profits.

The "profits test" for dividends has been replaced by a new three-tiered "net assets test" which provides that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) it is fair and reasonable to the company's Shareholders as a whole; and
- (c) it does not materially prejudice the company's ability to pay its creditors (for example, the company would become insolvent as a result of paying the dividend).

8.2 Amendment of Company's Constitution

Article 28.2 of the Constitution states that dividends may only be paid out of profits. This means that at present if the Company was to pay dividends it would have to comply with the "profits" test under the Constitution and not the new "net assets test".

Whilst the Directors do not expect the Company to pay a dividend other than out of profits in the foreseeable future, they consider it would be prudent for the Company to amend its Constitution to allow for payment of dividends in the manner now required by the Corporations Act should that be considered appropriate at a future time.

8.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

Glossary of terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting	Annual General Meeting of Shareholders of the Company or any or Meeting adjournment thereof, convened by the Notice.
Associate	has the meaning given to it by Division 2 of Part 1 of the Corporations Act.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited, trading as the Australian Securities Exchange.
Board or Australasia Board	Board of Directors of the Company.
Business Day	A day (other than a Saturday or a Sunday) on which trading banks in Perth are open for ordinary business.
Chairman	The chairman of the Board.
Company or Australasia	Australasia Consolidated Limited ACN 104 757 904.
Corporations Act	Corporations Act 2001 (Cth).
Director	A Director of the Company.
Group	The Company and its subsidiaries.
Listing Rules	The ASX Listing Rules published by ASX.
Notice and Notice of Annual General Meeting	The notice of Annual General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Resolution	A resolution set out in the Notice.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
Sophisticated Investors	Investors for whom the disclosure requirements under Chapter 6D of the Corporations Act do not apply, pursuant to section 708 of the Corporations Act.
WST	Western Standard Time in Perth, Western Australia.

18 October 2010

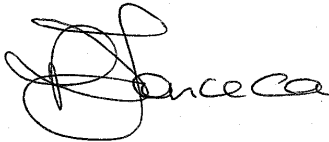
The Board of Directors
Australasia Consolidated Limited
Suite 4, 213 Balcatta Road
BALCATTWA 6021

Dear Sirs

Nomination of Auditor

For the purposes of section 328B(1) of the Corporations Act 2001 (Cth), I, Rachel Fonceca, being a member of Australasia Consolidated Limited hereby nominate HLB Mann Judd (WA Partnership) as auditor of the Company for approval at the Annual General Meeting to be held on 30 November 2010.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Rachel Fonceca', with a stylized, cursive script.

Rachel Fonceca

AUSTRALASIA CONSOLIDATED LIMITED
ACN 104 757 904
PROXY FORM

I/We (name of Shareholder)

of (address)

being a member/members of Australasia Consolidated Limited HEREBY APPOINT:

(name).....

of (address)

and/or failing him/her (name)

of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the Annual General Meeting of the Company to be held on Tuesday 30 November 2010 at 2.00pm WST at Rendezvous Observation City Hotel, The Esplanade, Scarborough Beach, WA and at any adjournment of the meeting.



Important: If the Chairman of the Annual General Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Resolutions 1 to 7 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Annual General Meeting may exercise your proxy in respect of a Resolution even if he has an interest in the outcome of that Resolution, and that the votes cast by him, other than as 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 and your votes will not be counted in computing the required majority if a poll is called on a Resolution. The Chairman of the Meeting intends to vote all undirected proxies in favour of all Resolutions.

Should you so desire to direct the proxy how to vote, you should place a cross in the appropriate boxes below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Election of Director (Mr Nick Revell)	☐	☐	☐
Resolution 3	Appointment of Auditor	☐	☐	☐
Resolution 4	Ratification of Issue of Shares to Sophisticated Investors	☐	☐	☐
Resolution 5	Ratification of Issue of Shares to Azure Capital Limited	☐	☐	☐
Resolution 6	Ratification of Issue of Shares to Westlink Asset Pty Ltd	☐	☐	☐
Resolution 7	Amendment to Constitution	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*This Proxy is appointed to represent _____% of my voting rights, or if two proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my/our total votes.
My/our total voting rights is _____ Shares.*

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director

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