



17 August 2010

Companies Announcements Office
Australian Securities Exchange

**Notice of Annual General Meeting (AGM) and
Stephen Bartrop not seeking Re-election at AGM**

Attached is the Notice and Proxy for the AGM to be held on 16 September 2010. The Board decided to hold the AGM at Port Douglas in order to give shareholders the opportunity to visit the Company's proposed Mt Carbine Mine Site on the day following the AGM. Shareholders interested in visiting Mt Carbine should contact Dawn Hendrick on 03 6231 3948 or dhendrick@iconresources.com.au.

At the 2010 AGM Mr Stephen Bartrop was scheduled to retire as a Director by rotation. With Icon about to fundamentally change its form from explorer to producer at Mt Carbine, Steve considers that this is a logical time for him to leave the Board and he will not be standing for re-election at the AGM. On behalf of all shareholders, the Company thanks Steve for his past efforts for the Company and wishes him well with his many other endeavours. The Board would like to acknowledge the role that Steve played in the formation of Icon, bringing it to IPO and assisting the Company through its formative years.

Icon Resources Ltd

Dr John Bishop
Managing Director

Icon Resources Ltd

ACN 115 009 106

Suite 505, 35 Lime Street, Sydney NSW 2000. Telephone: +61 2 9279 1252 Facsimile: +61 2 9279 2727



NOTICE OF THE 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting of the members of Icon Resources Ltd (the "Company") will be held at Rydges Sabaya Resort, 87-109 Port Douglas Road, Port Douglas, QLD 4877 on Thursday, 16 September 2010 commencing at 4:00pm.

ORDINARY BUSINESS

- 1. To Receive the Accounts**
To receive the Reports of the Directors and Auditors, and the Financial Report for the year ended 30 June 2010.
- 2. To Elect a Director**
Dr Leon E Pretorius retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election.
- 3. To Elect a Director**
Dr Andrew H White retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election.
- 4. Adoption of Remuneration Report**
To adopt the Remuneration Report for the financial year ended 30 June 2010.
- 5.** To transact any other business brought forward in accordance with the Company's Constitution.

Further information in relation to these resolutions is set out in the attached Explanatory Notes.

PROXIES

To be effective, proxy forms must be received by the Company at its registered office at least 48 hours before the time for holding the meeting.

Hand Delivery:

Suite 505, 35 Lime Street
Sydney NSW 2000

By Mail:

PO Box 324
Crows Nest NSW 1585

By Facsimile:

(02) 9279 2727

A member entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a proxy form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated at Sydney this 11th day of August 2010.

BY ORDER OF THE BOARD

Robert J Waring
Company Secretary

Icon Resources Ltd

ABN 77 115 009 106

Suite 505, 35 Lime Street, Sydney NSW 2000
T: +61 2 9279 1252 F: +61 2 9279 2727



EXPLANATORY NOTES

These explanatory notes set out information in connection with the business to be considered at the Icon Resources Ltd 2010 Annual General Meeting (AGM).

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1

Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 30 June 2010.

Resolution 2

Election of Director – Leon E Pretorius

Under the Company's Constitution, Dr Leon E Pretorius, who was appointed to the Board since the last AGM, retires in accordance with the Constitution and, being eligible, wishes to stand for re-election.

Dr Pretorius has been a Director of Icon since 15 March 2010. He is a geochemist who brings to the Company 39 years of experience and an intimate knowledge of the mining industry in both Australia and Southern Africa, and he has MSc and PhD degrees. Dr Pretorius has worked in Africa, Canada, the United States of America and Europe in a variety of roles. He has also been involved with Paladin Energy Limited for the past eight years, firstly as an Executive Director of Paladin Energy Limited (until 12 April 2005) and still as a Non-Executive Director of their Namibian operating mining company Langer Heinrich Uranium (Pty) Limited. Dr Pretorius was Managing Director of Deep Yellow Limited (DYL) (until 1 March 2010) and he remains the Managing Director of the 100% DYL-owned subsidiary Reptile Uranium Namibia.

Resolution 3

Election of Director – Andrew H White

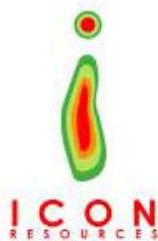
Under the Company's Constitution, Dr Andrew H White retires by rotation and, being eligible, wishes to stand for re-election.

Dr White is a geologist and has been a Director since 8 November 2005. Andy is a geologist with more than 42 years experience in the industry. He has been exploration minerals manager for exploration and mining companies and has been an independent consultant since 1983. Andy is the author of the text 'Management of Mineral Exploration' and has for many years conducted courses on exploration and financial evaluation of mining projects for senior industry personnel. Andy was the Non-Executive Chairman until 15 March 2010 when Dr Leon Pretorius was elected Chairman.

Resolution 4

Adoption of Remuneration Report

The Corporations Act requires that a resolution be put to the members to adopt the remuneration report as disclosed in the Directors' Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the remuneration report during the meeting.



FORM OF PROXY

DELIVERY OF PROXIES:

By hand: Suite 505, 35 Lime Street, Sydney NSW 2000

By facsimile: (02) 9279 2727

By mail: PO Box 324, Crows Nest, NSW 1585

I/We

(Full name in block letters)

of

(Address)

being a member of Icon Resources Ltd, hereby appoint:

Name

Address

or, failing that person:

Name

Address

or, failing that person, the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Annual General Meeting of this Company to be held at Rydges Sabaya Resort, 87-109 Port Douglas Road, Port Douglas, QLD 4877 on Thursday, 16 September 2010 commencing at 4:00pm and at any adjournment thereof.

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

☐

By marking this box, you acknowledge that, if the Chairman is your proxy, 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 that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

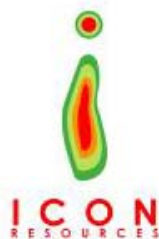
If the Chairman of the meeting is voting as your proxy, he intends to vote any undirected proxies held on the item of business in favour of the resolution on that item of business.

Signature of shareholder (companies to execute
under seal or director's signature if applicable)

Dated this _____ day of _____ 2010

Icon Resources Ltd
ABN: 77 115 009 106

Suite 505, 35 Lime Street, Sydney NSW 2000
Telephone: +61 2 9279 1252 Facsimile: +61 2 9279 2727



If you desire to direct your proxy/proxies how to vote, please insert an **X** in the appropriate box. If you do not direct your proxy/proxies, the proxy holder may vote as they think fit or may abstain from voting.

BUSINESS	For	Against	Abstain
Resolution 1 – To Receive the Accounts	☐	☐	☐
Resolution 2 – To Elect a Director - Dr Pretorius	☐	☐	☐
Resolution 3 – To Elect a Director - Dr White	☐	☐	☐
Resolution 4 – Adoption of Remuneration Report	☐	☐	☐

To be effective, the proxy form and the power of attorney or other authority (if any) under which each is signed (or a copy of that power or authority certified in a manner acceptable to the Directors of the Company) must be received at least 48 hours prior to the meeting (i.e. not later than 4:00pm on 14 September 2010), or to any adjourned meeting, at the Company's office being:

By hand: Suite 505, 35 Lime Street, Sydney NSW 2000

By facsimile: (02) 9279 2727

By mail: PO Box 324, Crows Nest, NSW 1585

Additional proxy forms will be supplied on request. A body corporate may appoint a representative to attend, vote at and otherwise act for it at the meeting in accordance with the Corporations Act 2001.

SIGNING INSTRUCTIONS

You must sign this form, in the spaces provided, as follows:

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

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.

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 indicate the office held by signing in the appropriate place.