Level 1, 65 Hay St. Subiaco, WA 6005
PO BOX 1573 West Perth WA 6872
Telephone 08 9489 7078 Facsimile 08 9489 7070
Email: email@emmersonresources.com.au
Website: www.emmersonresources.com.au
ABN 53 117 086 745

Company Announcements Office
ASX Limited

Friday October 17th, 2008

Letter to shareholders and accompanying Notice of Annual General Meeting

Please find attached the following documents for immediate release:

- Letter to shareholders; and
- Notice of Annual General Meeting of shareholders.

Your sincerely,

SHANE VOLK
COMPANY SECRETARY
EMMERSON RESOURCES LIMITED

Level 1, 65 Hay St. Subiaco, WA 6005
PO BOX 1573 West Perth WA 6872
Telephone 08 9489 7082 Facsimile 08 9489 7070
Email: email@emmersonresources.com.au
Website: www.emmersonresources.com.au
ABN 53 117 086 745

Friday October 17th, 2008

Dear Shareholder,

I am pleased to enclose the notice for the first Annual General Meeting of Emmerson Resources.

Our maiden Annual Report, which is now available for download from the Company website (or for those shareholders who have elected to received a hard copy report, enclosed with this mailing), details what has been an exciting and rewarding start to your company's life as a publicly listed entity.

I firmly believe that we have the correct exploration strategy, assets and people in place to reinvigorate the Tennant Creek Mineral Field in the Northern Territory and unlock a new generation of discoveries.

As outlined in the Annual Report, our activities are focused in two key areas – the brownfields environment (that is projects with previously identified mineralisation) and the greenfields environment (new potentially mineralised areas which, due to a variety of reasons, have not been detected by previous explorers).

Unlike many of our peer companies, we have a deep pipeline of brownfields opportunities and much of this year has been concentrated on drill testing these to pre-determined milestones. This milestone planning is, I believe, a critical part of ensuring that shareholder funds are channelled into only the highest quality exploration opportunities.

Promising results have been received from the West Gibbet, Golden Kangaroo and Golden Forty prospects which I believe is testament to the effectiveness of our exploration methodology and the quality of our pipeline of projects. In line with this approach, shareholders in Emmerson can over the coming months and years expect to see reference to these and other brownfields projects undergoing additional drill testing commensurate with their respective milestones; and where these milestones are not met, projects being terminating and replaced by new projects.

In terms of our greenfields opportunities, we have made a considerable investment of approximately $1.5 million in acquiring new geophysical data (gravity and magnetics) across all of our Tennant Creek tenements. Once this data is integrated with our other datasets and concepts, we anticipate the identification of a new generation of projects for drill testing, which, by virtue of their geophysical signatures have to date largely remained undetected. Thus, in the future shareholders can expect to see me reporting on brownfield and greenfields projects against their respective milestones.

Although Emmerson is well funded, we are continually reviewing options to increase shareholder value and, as part of this process, we have embarked on a third strategic initiative of attracting third party joint venture partners for participation in our "near mine copper – gold projects". These projects consist of remnant and/or extensional resources associated with historical mines or promising advanced projects that are copper dominant and thus not amenable to treatment at our Warrego CIP (Carbon in Pulp) Mill. To date we have had only preliminary discussions with overseas parties and I will keep you updated on progress.

Emmerson aims to be an employer of choice and, in this respect, I am happy to report that we have recruited a highly competent and committed team of employees and contractors. It is also reassuring in these times of volatility that we have in place sound business processes, strong corporate governance, a code of conduct and a very competent and experienced Board of Directors.

In terms of shareholder communication, I trust you have benefited from the extensive recent upgrade of our website (www.emmersonresources.com.au) and also the numerous ASX Announcements and Newspaper/Magazine publications, one of which I have included for your information.

I would be interested to receive your feedback on any matters relating to Emmerson, so please do this via the Contact Us section “subscribe to e-mail updates” on our website, and I look forward to your attendance at our upcoming Annual General Meeting.

Yours sincerely,

Robert Bills
Managing Director and Chief Executive Officer

EMMERSON RESOURCES LIMITED

ABN 53 117 086 745

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1:30 pm (WST)

DATE: 18 November 2008

PLACE: City West Function Centre
"Sutherland Room"
City West Centre
45 Plaistowe Mews
WEST PERTH WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers 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 (+61 8) 9489 7078.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:30pm (WST) on 18 November 2008 at:

City West Function Centre
"Sutherland Room"
City West Centre
45 Plaistowe Mews
WEST PERTH WA 6005

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

(a) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia; or

(b) facsimile to the Computershare Investor Services Pty Limited on facsimile number (within Australia) 1800 783 447, or (outside Australia) +61 3 9473 2555,

so that it is received not later than 1:30pm (WST) on 16 November 2008.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 1:30pm (WST) on 18 November 2008 at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia.

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 of the Company at 1:30pm (WST) on 16 November 2008.

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

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

> *"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2008."*

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TIMOTHY KESTELL

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

> *"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Timothy Kestell, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ANDREW MCILWAIN

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

> *"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Andrew McIlwain, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – SIMON ANDREW

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

> *"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Simon Andrew, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

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

> *"That, for the purposes of section 327B of the Corporations Act and for all other purposes, Ernst & Young having consented in writing to act as auditors of the Company, be appointed as auditors, effective immediately."*

DATED: 17TH OCTOBER, 2008

BY ORDER OF THE BOARD

SHANE VOLK
COMPANY SECRETARY
EMMERSON RESOURCES LIMITED

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 1:30pm (WST) on 18 November 2008 at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia.

This 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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2008 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on the ASX company announcements page at www.asx.com.au (Company Code: ERM), or the Company's website at www.emmersonresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2008.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTIONS 2-4 – RE-ELECTION OF THE DIRECTORS

Clause 13.2 of the Constitution of the Company requires that at the Company's first Annual General Meeting after incorporation, all of the Directors shall retire by rotation and are eligible for re-election.

Each of the Directors retire in accordance with that clause and, being eligible for re-election, offer themselves for re-election at the Annual General Meeting.

4. RESOLUTION 5 – APPOINTMENT OF AUDITOR

Section 327B of the Corporations Act provides that a public company must appoint an auditor at its first annual general meeting.

In accordance with section 327A, the Board has appointed Ernst & Young as the Company's auditor to hold office until the Company's first annual general meeting.

Resolution 5 seeks shareholder approval to re-appoint Ernst & Young as auditor of the Company. A shareholder of the Company has nominated Ernst & Young as auditor of the Company. A copy of this nomination is annexed to this Explanatory Statement.

Ernst & Young has consented to act as the Company's auditor in accordance with the Corporations Act and has not withdrawn that consent.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

5. ENQUIRIES

Shareholders are required to contact the Company Secretary, Shane Volk on (+ 61 8) 9489 7078 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Emmerson Resources Limited (ABN 53 117 086 745).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

10th October, 2008

Emmerson Resources Limited
Level 1
65 Hay Street
SUBIACO WA 6008

NOMINATION OF AUDITOR

I, Mr. Adam Walters, a shareholder of Emmerson Resources Limited (ABN 53 117 086 745), hereby nominate pursuant to section 328B of the Corporations Act (Cth) 2001, Ernst & Young of 11 Mounts Bay Road, Perth, Western Australia for appointment as auditor of the Company at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully,

Adam Walters

Emmerson Resources Limited
ABN 53 117 086 745

Lodge your vote:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 ERM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 1.30pm (WDST) Sunday 16 November 2008

How to Vote on Items of Business
All your securities will be voted in accordance with your directions.

Appointment of Proxy
Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions
Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
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 sign in the appropriate place to indicate the office held.

Attending the Meeting
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔

View the annual report, 24 hours a day, 7 days a week:
www.emmersonresources.com.au

☑ **Access the annual report**

Your secure access information is:

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

999999_SAMPLE_0_0_PROXY/000001/000001

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Emmerson Resources Limited hereby appoint

☐ **the Chairman of the meeting** **OR** ______________________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 Emmerson Resources Limited to be held at City West Function Centre, Sutherland Room, City West Centre, 45 Plaistowe Mews, West Perth WA 6005 on Tuesday, 18 November 2008 at 1.30pm (WDST) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director - Timothy Kestell	☐	☐	☐
Resolution 3	Re-election of Director - Andrew McIlwain	☐	☐	☐
Resolution 4	Re-election of Director - Simon Andrew	☐	☐	☐
Resolution 5	Appointment of Auditor	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ______________________ **Contact Daytime Telephone** ______________________ **Date** ____/____/____