



GBM RESOURCES LIMITED

ACN 124 752 745

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am WST

DATE: Friday, 20 November 2009

PLACE: Parmelia Hilton Perth, Pinnacles Room
14 Mill Street, Perth, Western Australia

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 Mr. Stuart Usher on (+ 61 8) 6424 8637.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of GBM Resources Limited which this Notice of Annual General Meeting relates to will be held at the Parmelia Hilton Perth, Pinnacles Room, 14 Mill Street, Perth Western Australia on Friday, 20 November 2009 at 10am WST.

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 proxy form enclosed:

(a) send the proxy form by post to GBM Resources Limited c/o Advanced Share Registry Services, PO Box 1156, Western Australia, 6909; or

(b) by facsimile to Advanced Share Registry Services on facsimile number (+ 61 8) 9389 78 71,

so that it is received not later than 10am WST on Wednesday 18 November 2009.

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 of GBM Resources Limited (ACN 124 752 745) (**Company**) will be held at the Parmelia Hilton Perth, Pinnacles Room, 14 Mill Street, Perth Western Australia on Friday, 20 November 2009 at 10am WST.

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 5pm WST on Thursday 19 November 2009.

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

AGENDA**ORDINARY BUSINESS**

ACCOUNTS AND REPORTS

To receive and consider the Annual Financial Report, Director's Report and Independent Auditor's Report for the Company and its controlled entities for the reporting period, being the financial year ending 30 June 2009.

There is no requirement for shareholders to approve those reports. However, The Chairman will afford a reasonable opportunity for shareholders to ask questions or make comments about those reports. Shareholders will also be given a reasonable opportunity to ask the auditor about the conduct of the audit and the preparation and content of the independent audit report.

The GBM Resources Limited Annual Report for the year ended 30 June 2009 has been made available to shareholders and can be found on the Company's website at the following page:

<http://www.gbmr.com.au>

Resolution 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the shareholders adopt the Remuneration Report as set out in the Directors' Report for the financial year ending 30 June 2009."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – RE-ELECTION OF MR CAMERON SWITZER

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

"That, Mr. Switzer, being a Director, retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible, is hereby re-elected as a Director."

Short Explanation: Clause 13.2 of the Company's Constitution provides that one-third of the directors of the Company must retire from office at each annual general meeting. A retiring Director is eligible for re-election. Please refer to the Explanatory Statement for further details.

DATED: 14 October 2009**BY ORDER OF THE BOARD**

**MR STUART USHER
COMPANY SECRETARY
GBM RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Parmelia Hilton Perth, Pinnacles Room, 14 Mill Street, Perth Western Australia on Friday, 20 November 2009 at 10am WST.

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.

ACCOUNTS AND REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Director's and Auditor's for the year ended 30 June 2009.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Mr Cameron Switzer will retire in accordance with clause 13.2 of the Company's Constitution and offer himself for re-election.

Background details of each of the Directors are set out in the 2009 Annual Report of the Company which is available on the ASX announcements platform.

1. ENQUIRIES

Shareholders are required to contact the Company Secretary Stuart Usher on (+ 61 8) 6424 8637 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

ASX means the ASX Limited ABN 98 008 624 691.

Board means the board of Directors as constituted from time to time.

Company means GBM Resources Limited ACN 124 752 745.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

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

Share or **Shares** means an ordinary fully paid share or shares in the Company.

Shareholder means a shareholder in the Company.

WST means Western Standard Time observed in Perth, WA.

PROXY FORM

**APPOINTMENT OF PROXY
GBM RESOURCES LIMITED
ACN 124 752 745**

ANNUAL GENERAL MEETING

I/We

being a Member of GBM Resources Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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 to be held at the Parmelia Hilton Perth, Pinnacles Room, 14 Mill Street, Perth, Western Australia on Friday, 20 November at 10am WST and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of remuneration report	☐	☐	☐
Resolution 2	Re-election of Mr Cameron Switzer	☐	☐	☐

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 of the meeting 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 of the meeting will not cast your votes on Resolutions 1-2 and your votes will not be counted in computing the required majority if a poll is called on this/these Resolution/s. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1-2 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 IN RELATION TO RESOLUTIONS 1-2 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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is %.

Signed this day of 2009

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Sole Director and Sole Company Secretary
Sole Director and Sole Company Secretary

GBM RESOURCES LIMITED
ACN 124 752 745

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. 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 2001. Section 127 of the Corporations Act 2001 provides that a company may execute a document without using its common seal if the document is signed by:
 - 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.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act 2001, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed:
 - (a) - send the proxy form by post to GBM Resources Limited c/o Advanced Share Registry Services, PO Box 1156, Western Australia, 6909; or
 - (b) by facsimile to Advanced Share Registry Services on facsimile number (+ 61 8) 9389 7871,so that it is received not later than 10am WST on Wednesday 18 November 2009.

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