

Golden West Resources Limited

ACN 102 622 051

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Annual General Meeting: 26 November 2009
Time of Annual General Meeting: 2.00pm (WST)
Place of Annual General Meeting: Sheraton Hotel Perth

GOLDEN WEST RESOURCES LIMITED

ABN 54 102 622 051

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Golden West Resources Limited will be held at the Sheraton Hotel, Perth, Western Australia on 26 November 2009 at 2.00pm (WST).

An Explanatory Memorandum containing information in relation to each of the following matters to be considered at the AGM, accompanies and forms part of this Notice.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial report of the Company together with the Directors' and Auditor's reports for the year ended 30 June 2009.

2. ADOPTION OF REMUNERATION REPORT

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

'That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2009 be adopted.'

3. RE-ELECTION OF DIRECTOR – JOHN WALLACE DOUTCH

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

'That Mr John Wallace Douch who was appointed as a Director on 23 July 2009 to fill a casual vacancy, be re-elected as a director of the Company.'

4. RE-ELECTION OF DIRECTOR – VAUGHAN WEBBER

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

'That Mr Vaughan Webber who was appointed as a Director on 23 July 2009 to fill a casual vacancy, be re-elected as a director of the Company.'

5. INCREASE TO MAXIMUM NUMBER OF DIRECTORS

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

'That, for the purposes of clause 7.1(b) of the Company's Constitution, the maximum number of Directors of the Company be increased to six.'

6. APPROVAL OF AN INCREASE IN FEES PAID TO NON-EXECUTIVE DIRECTORS

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

'That, for the purposes of ASX Listing Rule 10.17 of the Listing Rules, the Company approves an increase in the aggregate fixed sum available to be paid to the non-executive directors of the Company by \$250,000 to a new aggregate fixed sum of \$500,000.'

For the purposes of ASX Listing Rule 10.17, the Company will disregard any votes cast on this resolution by directors of the Company and any associate of directors of the Company. However, the Company need not disregard a vote cast on this Resolution if:

- (a) 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
- (b) it is cast by the Chairman as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

7. QUESTIONS AND COMMENTS

The Chairman will allow a reasonable opportunity for Shareholders at the AGM to ask questions about or make comment on the management of the Company.

BY ORDER OF THE BOARD



Anthony Begovich
Company Secretary

26 October 2009

PROXY INSTRUCTIONS

Members are advised that:

- each member has a right to appoint a proxy to attend and vote for them;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint either 1 or 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment is for 2 proxies and does not specify the proportion or number of votes each proxy may exercise, then, in accordance with section 249X(3) of the *Corporations Act*, each proxy may exercise half of the votes.

The member may specify the manner in which the proxy is to vote on each resolution or may allow the proxy to vote at his or her discretion.

In accordance with section 250BA of the *Corporations Act*, the Company specifies that the proxy form (and the power of attorney or other authority, if any, under which the proxy form 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:

- posted to Golden West Resources Limited C/-Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia; or
- sent by facsimile on +61 2 9287 0309; or
- delivered by hand to Link Market services Limited, Level 12, 680 George Street, Sydney NSW 2000, Australia.

Those documents must be received at an address given above by 2.00pm on Tuesday, 24 November 2009, being not later than 48 hours before the commencement of the meeting, or adjourned AGM as the case may be, at which the individual named in the proxy form proposes to vote. Any Proxy Form received after that time will not be valid for the scheduled meeting.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a body corporate, in a manner permitted by the *Corporations Act*. In the case of Shares jointly held by two or more persons, at least one joint holder must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Act*, the Directors have set a date to determine the identity of those entitled to attend and vote at the AGM. For the purposes of determining voting entitlements at the AGM, Shares will be taken to be held by the persons who are registered as holding at 5:00pm (WST) on 24 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

DEFINITIONS

For assistance in considering the Notice and accompanying Explanatory Memorandum, the following words are defined here:

AGM means the annual general meeting of the Company called pursuant to this Notice.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

Business Day has the meaning given in the Listing Rules.

Chairman means the chairman of the AGM.

Company means Golden West Resources Limited ABN 54 102 622 051.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act* 2001 (Commonwealth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum enclosed with and comprising part of this notice of general meeting.

Listing Rules means the listing rules of ASX.

Notice means this notice of the AGM.

Remuneration Report means the remuneration report contained in pages 22 to 29 of the Company's 2009 Annual Report.

Resolutions means the resolutions proposed in the Notice.

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

Shareholder means a shareholder of the Company.

GOLDEN WEST RESOURCES LIMITED

ABN 54 102 622 051

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with information to assess the merits of the resolutions contained in the accompanying Notice.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice.

1. Financial statements and reports

The Financial report, Director's report and Auditor's report for the Company for the year ending 30 June 2009 will be laid before the AGM.

There is no requirement for the Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's report.

In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or to the Company's auditors about:

- the preparation and content of the Auditor's report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the AGM date to Anthony Begovich at the Company's registered office at Suite 4, 138 Main Street, Osborne Park, WA 6017 or sent by facsimile to the registered office on (08) 9201 9203.

2. Adoption of Remuneration Report

The Company is required to include in its Directors' report a detailed Remuneration Report relating to Directors' and executives' remuneration. Section 300A of the *Corporations Act* sets out the information to be included in the Remuneration Report. A copy of the report appears on pages 22 to 29 of the Company's Annual Report.

Section 249L(2) and 250(2) of the *Corporations Act* require that a resolution that the Remuneration Report be adopted by put to a vote of Shareholders at the Company's annual general meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under section 250SA of the *Corporations Act*, Shareholders must be given a reasonable opportunity to ask questions about, or make comment on, the Remuneration Report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company.

3. Re-election of Mr John Wallace Douth as a director

Mr Douth was appointed as a Director to fill a casual vacancy on 23 July 2009. Under the Company's current Constitution any Director appointed to fill a casual vacancy (other than the Managing Director) holds office only until the conclusion of the next annual general meeting of shareholders and is eligible for re-election at that meeting. Mr Douth is therefore offering himself for re-election at the AGM.

Mr Douth has been involved in many facets of mining operations over the past 30 years. Mr Douth has experience with various mining techniques, milling and treatment operations across a range of ore types. More recently Mr Douth has spent the last 10 years involved in the corporate sector, acquiring tenements for publicly listed companies.

Mr Douth has strong relationships with important mining stakeholders, principally indigenous groups and local and State government representatives. Mr Douth was one of the founding members of the Company.

4. Re-election of Mr Vaughan Webber as a director

Mr Webber was appointed as a Director to fill a casual vacancy on 23 July 2009. Under the Company's current Constitution any Director appointed to fill a casual vacancy (other than the Managing Director) holds office only until the conclusion of the next annual general meeting of shareholders and is eligible for re-election at that meeting. Mr Webber is therefore offering himself for re-election at the AGM.

Mr Webber is an experienced finance professional with a background in chartered accounting at a major international accountancy firm and more recently in corporate finance servicing the Australian capital markets.

Mr Webber's specialty is the equity capital markets for small to mid capitalised listed companies and for the previous 6 years ran the Melbourne Corporate Finance department for a large stockbroker. In this role Mr Webber managed many Initial Public Offerings on the ASX, raised significant equity capital for listed companies and advised numerous listed companies across many sectors on strategic and corporate matters.

5. Increase to maximum number of Directors

The Company's Constitution provides that the maximum number of Directors is five unless Shareholders approve an increase in the number of directors.

The Board is seeking approval to increase the maximum number of Directors to six so a new Director with extensive iron ore experience can be added to the Board.

6. Approval of increase in fees paid to non-executive directors

In light of the passage of time, the substantial growth in the Company, the significant increase in responsibilities placed on company directors and the need to continue to attract and retain experienced persons to the Board, it is proposed that the Company, in accordance with ASX Listing Rule 10.17 and clause 7.5 of the Constitution, approves an increase in the fixed sum to be made available for the payment of non-executive directors' fees to the non-executive directors of the Company by \$250,000 to a new fixed aggregate sum of \$500,000.



Golden West Resources Limited

ACN 102 622 051

LODGE YOUR VOTE



By mail:
Golden West Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309

All enquiries to:



Telephone: 1300 554 474
Overseas: +61 2 8280 7761



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Golden West Resources Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:00pm on Thursday, 26 November 2009, at the Sheraton Hotel, Perth Western Australia and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Adoption of Remuneration Report	☐	☐	☐	Resolution 4 Increase to maximum number of Directors	☐	☐	☐
Resolution 2 Re-election of Director - John Wallace Douch	☐	☐	☐	Resolution 5 Approval of an increase in fees paid to non-executive Directors	☐	☐	☐
Resolution 3 Re-election of Director - Vaughan Webber	☐	☐	☐				



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

STEP 3

IMPORTANT - VOTING EXCLUSIONS

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If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, 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 on Item 5 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. 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. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item 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 items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

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's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

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

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

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2:00pm on Tuesday, 24 November 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:



by mail:

Golden West Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.