



TIMPETRA RESOURCES LIMITED

ABN 74 143 928 625

NOTICE OF ANNUAL GENERAL MEETING

to be held at 11.00am on
Thursday 29 November 2012 at
Level 11, 151 Macquarie Street
Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2012 Annual Report may obtain a copy from the Company's website www.timpetra.com under "Investors".

Notice is hereby given that the Annual General Meeting ("the Meeting") of Timpetra Resources Limited ("the Company") will be held at 11.00am on Thursday 29 November 2012 at Level 11, 151 Macquarie Street, Sydney NSW 2000.

ORDINARY BUSINESS**Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2012.

Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

Resolution 1 Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2012 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.*

Resolution 2 Election of Mr Hamish Collins as a Director

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

"That Mr Hamish Collins, who was appointed a Director during the year, retires in accordance with the Constitution and being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolution 3 Election of Mr Martin Priestley as a Director

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

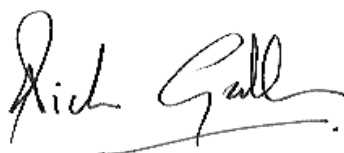
"That Mr Martin Priestley, who was appointed a Director during the year, retires in accordance with the Constitution and being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

Resolution 4 Issue of ordinary shares pursuant to ASX Listing Rule 7.1

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

"That, in accordance with ASX Listing Rule 7.1, shareholders approve the allotment and issue of 10,312,500 fully paid ordinary shares in the capital of the Company, to the vendors of Gossan Hill Gold Limited, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting."

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

VOTING EXCLUSION

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1: Adoption of Remuneration Report:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 4: Issue of ordinary shares pursuant to ASX Listing Rule 7.1

By :

- a) The vendors of Gossan Hill Gold Limited;
- b) A person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- c) any of their associates (within the meaning of the Corporations Act 2001)

However, the entity 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 directors 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.

EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of Timpetra Resources Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Thursday 29 November 2012. Shareholders are encouraged to read this document in full.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Ernst & Young, questions relevant to 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 the financial statements and the independence of the auditor. If you would like to submit a written question to Ernst & Young before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at ngeddes@austcosec.com.au before 22 November 2012.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2012.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 19 to 26. The annual report is available online at www.timpetra.com under "Investors".

The resolution is advisory only and does not bind the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to vote on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2 – Election of Mr Hamish Collins as a Director

Pursuant to Clause 28.3 of the Constitution, Mr Collins will retire and seeks election. Mr Collins was appointed as a Director to the Board on 9 October 2012.

Mr Collins is a qualified mining engineer (BEng. (Mining) Hons) with a Graduate Diploma in Applied Finance and Investments from the Securities Institute of Australia. He has a combined 21 years of mining industry and mine finance experience. He is currently Managing Director of Aeon Metals Ltd, an ASX listed resource company. Other resource industry senior executive positions include Managing Director of MM Mining Limited (now Aston Metals Ltd) and Chief Executive Officer of Aston Resources Limited. Previous to this Mr Collins held senior level positions in investment banking and corporate finance at BNP Paribas, NM Rothschild & Sons (Australia) Ltd, Commonwealth Bank of Australia and SG Hambros (Australia) Ltd.

The Board supports the election of Mr Collins.

Resolution 3 – Election of Mr Martin Priestley as a Director

Pursuant to Clause 28.3 of the Constitution, Mr Priestley will retire and seeks election. Mr Priestley was appointed as a Director to the Board on 9 October 2012.

Mr Priestley began his career with NatWest Bank in the UK specialising in Mining and Project Finance with responsibility for assets in the US, Europe, Asia and Australia. From there he joined BankWest in Australia, specialising in mining, property and securitisation and rising to become Chief Manager, Eastern Banking, responsible for the Bank's east coast operations. In 2001 he was appointed CEO and Managing Director of Ashe Morgan Winthrop, an independent corporate advisory and capital raising firm. Between 2006 and 2012 he ran Bamford Partners, his own corporate advisory firm specialising in advising min-cap private and listed companies. This firm merged with Moss Capital in 2012 where Mr Priestley currently holds the position of Managing Director. He currently Chairs and sits on the boards of a number of private companies and is a member of the Compliance Committee of stockbroking firm Ord Minnett.

The Board supports the election of Mr Priestley.

Resolution 4 – Issue of ordinary shares pursuant to ASX Listing Rule 7.1

The proposed acquisition of Gossan Hill Gold Limited was announced to the market on 31 August 2012. The new Board members (Messrs Priestley and Collins) of Timpetra are currently assessing the transaction due diligence with a view to determining whether this proposal should proceed. In the event that a decision is taken not to proceed an announcement will be made to the market in advance of the AGM.

ASX Listing Rule 7.1 restricts the Company from issuing equity securities, which in any 12 month period amount to more than 15% of the Company's total shares on issue 12 months before the date of the proposed issue.

Resolution 4 seeks authorisation pursuant to ASX Listing Rule 7.1 for the Board, without using the Company's annual 15% placement capacity, to issue 10,312,500 ordinary shares at \$0.13 each to the vendors of Gossan Hill Gold Limited being for the initial consideration of Gossan Hill Gold Limited.

If approved the issued securities will rank equally with the shares already on issue. The securities will be issued within 3 months of the Annual General Meeting.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Advance Share Registry

Street address: Unit 2, 150 Stirling Highway, Nedlands WA 6009

Mailing address: PO Box 1156, Nedlands WA 6909

Fax: (within Australia) 08 9389 7871

(outside Australia) +61 8 9389 7871

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

6. A corporate shareholder entitled to attend and vote at the meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Timpetra Resources Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEDT on Tuesday, 27 November 2012 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.



TIMPETRA RESOURCES LIMITED
ABN 74 143 928 625

Lodge your vote:



By Mail:

Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Alternatively you can fax your form to
(Within Australia) (08) 9389 7871
(Outside Australia) +618 9389 7871

For all enquiries call:

Telephone:

(Within Australia) (08) 9389 8033
(Outside Australia) +618 9389 8033

Email: admin@advancedshare.com.au

Web: www.advancedshare.com.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. 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.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 27 November 2012 at 11.00am AEDT by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at (08) 9389 7871 or deliver to the Share Registry of the Company at Unit 2, 150 Stirling Hwy, Nedlands, Western Australia, 6009.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00pm on 27 November 2012 be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online

☐ **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.

HIN/SRN

CODE

Form of Proxy

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

 **PLEASE NOTE:** This proxy is solicited on behalf of the management of Timpetra Resources Limited ABN 74 143 928 625 (the "Company") for use at the meeting of the shareholders of the Company to be held at Level 11, 151 Macquarie Street, Sydney, NSW 2000 on 29 November 2012 at 11.00am (AEDT) or any adjournment thereof (the "Meeting").

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

the Chairman
of the meeting

OR

 **PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____ % of my voting right and Proxy 2 is appointed to represent _____ % of my total votes. My total voting right is _____ shares.

 **PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2 Items of Business

 **PLEASE NOTE:** 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 your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR AGAINST ABSTAIN

Resolution 1: To adopt the Remuneration Report	☐	☐	☐
Resolution 2: Election of Mr Hamish Collins as a Director	☐	☐	☐
Resolution 3: Election of Mr Martin Priestley as a Director	☐	☐	☐
Resolution 4: Issue of Ordinary Shares pursuant to ASX Listing Rule 7.1	☐	☐	☐

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR the resolution.

SIGN

Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date