



Swan Gold Mining Limited

ACN 100 038 266

NOTICE OF GENERAL MEETING

TIME: 2.30pm (WST)
DATE: 6 April 2010
PLACE: The Celtic Club,
48 Ord Street,
West 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 on +61 (08) 6389 6800.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Swan Gold Mining Limited which this Notice of Meeting relates to will be held at 2.30pm (WST) on 6 April 2010 at:

The Celtic Club
48 Ord Street
West Perth, Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the 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 Swan Gold Mining Limited, Ground Floor, 150 Hay Street, Subiaco, WA 6008; or
- (b) by facsimile to the Company on facsimile number +61 (08) 6389 6810,

so that it is received not later than 2.30pm (WST) on 4 April 2010.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Swan Gold Mining Ltd will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia at 2.30pm (WST) on 6 April 2010.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the 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 General Meeting are those who are registered Shareholders of the Company on 4 April 2010 at 5.00pm (WST).

AGENDA

1. RESOLUTION 1 – REMOVAL OF CURRENT AUDITOR

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

“That PriceWaterhouseCoopers be removed as the auditor of the Company.”

2. RESOLUTION 2 – APPOINTMENT OF NEW AUDITOR

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

“That subject to the passing of Resolution 1, Ernst & Young who have consented in writing to act as auditor of the Company, be appointed auditor of the Company and that the Directors be authorised to agree their remuneration.”

DATED: 4 MARCH 2010

BY ORDER OF THE BOARD



ILDIKO WOWESNY
COMPANY SECRETARY

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 General Meeting to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 6 April 2010 at 2.30pm (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.

1. RESOLUTION 1 – REMOVAL OF CURRENT AUDITOR

Resolution 1 is an ordinary resolution seeking the removal of PriceWaterhouseCoopers as the auditor of the Company. An auditor may be removed at a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

The Company received notice of intention to move the resolution to remove PriceWaterhouseCoopers as auditor of the Company on 3 March 2010. In accordance with Section 329(2) of the Corporations Act, the Company has sent of copy of the notice to PriceWaterhouseCoopers and ASIC.

2. RESOLUTION 2 – APPOINTMENT OF NEW AUDITOR

Where an auditor is removed at a general meeting of a company the company may at that meeting appoint a new auditor by special resolution.

Resolution 2 is a special resolution seeking the appointment of Ernst & Young as the new auditor of the Company. As required by the Corporations Act, a nomination for Ernst & Young to be appointed as the auditor of the company has been received from a member. Ernst and Young have consented to act as auditor of the company.

Resolution 2 is subject to the passing of Resolution 1.

A copy of the notice of intention and nomination referred to above is set out in Schedule 1.

SCHEDULE 1



STIRLING GOLD PTY LTD

150 Hay Street, Subiaco
Western Australia 6008
Telephone: +61 8 6389 6800
Facsimile: +61 8 6389 6810

NOTICE OF INTENTION TO REMOVE AUDITOR AND NOMINATION OF AUDITOR

Corporations Act Sections 328B & 329

Mr Michael Kiernan
Director
Swan Gold Mining Limited
Ground Floor
150 Hay Street
SUBIACO WA 6008

We, Stirling Gold Pty Ltd, as a member of Swan Gold Mining Ltd request that at a general meeting of Swan Gold Mining Limited (**Company**) be held at the first available time, in any event no later than 2 months from the date of this notice, the Company consider, and if thought fit, pass resolutions that:

1. *PriceWaterhouseCoopers be removed as the auditor of the Company; and*
2. *Ernst & Young be appointed as the new auditor of the Company.*

Yours sincerely

Keith Vuleta
Director

Date: 3 March 2010

A subsidiary of Stirling Resources Limited
PO Box 870, West Perth, Western Australia 6872
www.stirlingresources.com.au
A.C.N. 134 844 483

PROXY FORM

**APPOINTMENT OF PROXY
SWAN GOLD MINING LIMITED
ACN 100 038 266**

GENERAL MEETING

I/We

of

being a member of Swan Gold Mining Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 2.30pm (WST) on 6 April 2010 at the Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of the Resolution.

☐ If the Chair of the General 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 **Resolutions 1 and 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 and 2 and that votes cast by the Chair of the General Meeting for Resolutions 1 and 2 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 Chair will not cast your vote on Resolutions 1 and 2 and your vote will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 2.**

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Removal of current auditor	☐	☐	☐
Resolution 2 – Appointment of new auditor	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s):

Date:

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: **Contact Ph (daytime):**

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint no more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Swan Gold Mining Limited, Ground Floor, 150 Hay Street, Subiaco, Western Australia 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 6389 6810,so that it is received no later than 2.30pm (WST) on 4 April 2010.

Proxy forms received later than this time will be invalid.