

Kanowna Lights Limited

ACN 062 409 303

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of shareholders of Kanowna Lights Limited will be held at Level 1, 33 Ord Street, West Perth, Western Australia immediately after the Annual General Meeting which is being held at 11.00am on 28 November 2003.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Ratification of the Allotment and Issue of Shares

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

"That, for the purpose of Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company hereby approve and authorise the Directors of the Company to allot and issue up to 22,750,000 fully paid ordinary shares at an issue price of 2 cents each to raise up to \$455,000 in the capital of the Company for working capital and otherwise on the terms set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Approval is sought under Listing Rule 7.4 to allow the Company to ratify the issue and allotment of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associates of those persons.

DATED THIS 27th DAY OF OCTOBER 2003

BY ORDER OF THE BOARD

Gary Steinepreis
Company Secretary

NOTES:

1. A shareholder of the Company who is entitled to attend and vote at a general meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides 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.
3. For the purposes of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 26 November 2003.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The General Meeting of the shareholders of Kanowna Lights Limited will be held at:

**Level 1
33 Ord Street
West Perth WA 6005**

**Commencing
After the AGM meeting at 11.00am
on 28 November 2003**

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence after the AGM which is being held at 11.00am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9481 2690 (International: + 61 8 9481 2690); or
- deliver to the principal office of the Company, Level 1, 33 Ord Street, West Perth, Western Australia, 6005,

so that it is received not later than 11.00am on 26 November 2003.

Your proxy form is enclosed.

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of the Company in connection with the Annual General Meeting.

2. THE RESOLUTIONS

2.1 Resolution 1 – Ratification of the Allotment and Issue of Shares

Resolution 1 is required to be approved in accordance with ASX Listing Rule 7.4.

Approval is sought under Listing Rule 7.4 to allow the Company to ratify the issue and allotment of these securities.

The reason for an approval under ASX Listing Rule 7.4 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules:

- (a) the number of Shares to be issued by the Company will be up to a maximum of 22,750,000 at an issue price of 2 cents each;
- (b) the allottees of the Shares will be at the sole discretion of the Directors. None of the allottees are related parties or associates of the Company;
- (c) the Shares rank equally with the existing Shares on issue; and
- (d) the funds raised from the issue will be utilised for the exploration activities of the company including the first phase funding of the Scotia Nickel Project and for working capital.

PROXY FORM
APPOINTMENT OF PROXY
Kanowna Lights Limited
ACN 062 409 303

GENERAL MEETING

I/We

being a Member of Kanowna Lights Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of 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 General Meeting to be held at the Level 1, 33 Ord Street, West Perth, Western Australia, 6005 on 28 November 2003 immediately following the AGM at 11.00am 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 General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of the issue and allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Resolution 1, 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 Resolution 1 and that 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 Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on these Resolution. The Chairman will vote in favour of all of the resolutions if no directions are given.

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

Signed this day of 2003

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

Kanowna Lights Limited
ACN 062 409 303
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. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 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, 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.