ASX Announcement 12 November 2012

Annual General Meeting to be held 20 November 2012 – ADDITIONAL RESOLUTIONS

ACN 139 225 771
ABN 82 139 255 771

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Board of Directors

Andrew Thomson, Non-Exec Chairman

David Regan, Managing Director

Russell Luxford, Executive Director

Martin Broome, Non-Exec Director

Gary Scanlan, Non-Exec Director

Company Secretary

Melanie Leydin

Securities on Issue

CNL: 152,338,652 ordinary shares

CNLOA: 75,984,913 options expiring 28 June 2013

CNLO: 25,358,026 options expiring 31 March 2014

CNLCA: 14,887,796 partly paid shares

The Notice of Annual General Meeting and Explanatory Statement of Celamin Holdings NL dated 15 October 2012 (the "Meeting Material") in respect of the Annual General Meeting of Shareholders of the Company to be held on 20 November 2012 has previously been dispatched to shareholders.

The meeting material was finalised prior to the appointment of Mr Gary Scanlan and Mr Russell Luxford.

The Company's Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election.

As a result, the Meeting Materials are hereby amended by the addition of the ordinary resolutions on the attached page.

Proxy Forms

Updated Proxy forms will be dispatched to all shareholders this day.

All proxy forms submitted to date will remain valid and shareholders have an option to resubmit the new form and vote on the new resolutions. If a resubmission of a proxy takes place then the form previously submitted is considered void.

An updated Proxy Form is attached.

Should you have any queries on the additional resolutions or the proxy forms please do not hesitate to contact the Company Secretary, Ms Melanie Leydin, at the registered office on +613 9692 7222.

ADDITIONAL RESOLUTIONS TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 20 NOVEMBER 2012

Resolution 9: Election of Mr Gary Scanlan

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

"That Mr Gary Scanlan, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

Mr. Gary Francis Paul Scanlan is an Associate Chartered Accountant and a Fellow of the Australasian Institute of Mining and Metallurgy. He was appointed a Non-Executive Director of LionGold Corp Ltd from 1 October 2012. LionGold is a Singapore Exchange listed company focused on growing a global gold mining group. He is also a Non-Executive Director, appointed in November 2006, of Red 5 Limited, an ASX listed company with gold mining interests in the Philippines.

Mr. Scanlan was a Non-Executive Director of Citadel Resources Limited from December 2009 until the finalisation of the takeover of that company in March 2011. For five years up until September 2010, he was the Managing Director and Chief Executive Officer of Castlemaine Goldfields Limited. He was appointed Chairman of Castlemaine Goldfields in December 2010 and retains this position following the takeover by LionGold Corp Ltd.

Mr. Scanlan started his career with Price Waterhouse & Co. where he first gained exposure to the mining industry. He has then worked for 28 years in the mining industry, 18 years of which were with Newmont Mining Corporation/Newcrest Mining Limited. He has extensive experience in the management, evaluation, development, financing and administration of mining projects and companies.

Resolution 10: Election of Mr Russell Luxford

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

"That Mr Russell Luxford, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company.

Mr Luxford is an engineer specialising in large scale minerals project development and operations. Russell spent over 20 years with Rio Tinto, Adelaide Chemical Company and Renison Goldfields working in gold, copper, silver/lead/zinc, aluminium, and nickel operations and project management.

In 1996 he was appointed as the Engineering Manager for the WMC Phosphate Hill phosphate project, and subsequently as the start-up Operations Manager. Using this experience as a basis, Mr Luxford launched a mining project development and operations company which quickly grew and successfully executed projects worldwide for a range of high profile companies.

Mr Luxford was subsequently appointed in 2004 as the Project Director of the US$5 billion Ma'aden Al Jalamid phosphate project and successfully led this complex large scale phosphate project through option evaluation, studies, technology selection, off-take negotiations, joint venture arrangements, financing, engineering and into construction.

Following his time with Ma'aden, Mr Luxford has worked as a minerals project development consultant, including working for potential emerging phosphate companies.

About Celamin Holdings NL

Celamin Holdings NL (ASX Code CNL) is an ASX listed company focused on the exploration and development of resource projects in North Africa initially in Tunisia and Algeria.

Celamin holds the Chaketma Phosphate exploration permit in Tunisia with TMS. This project is Celamin's current focus as it has larger target potential than Celamin's other Phosphate project Bir El Afou. Ongoing results from channel sampling, drilling program and historic data at Chaketma have been announced. The Chaketma project would use the same rail and port infrastructure as identified in the Bir El Afou pre-feasibility studies.

Celamin continues to step up work to carry out a due diligence drilling program for its farm-in to an Exploitation Permit at the Oued El Kebir precious and base metal project in Algeria.

Celamin has also acquired rights to several base metal tailings Projects in Tunisia with TMS and is the holder of three Exploration Permits with base metal (Pb/Zn) targets on a 50/50 basis with TMS.

CELAMIN HOLDINGS NL
ABN 82 139 255 771

Lodge your vote:

By Mail:
Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Alternatively you can fax your form to
Facsimile: +61 8 9389 7871

For all enquiries call:

Telephone: +61 8 9389 8033
Email: admin@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 10:00am (AEDST) on 18 November 2012 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 8 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 (AEDST) on 18 November 2012 will 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, except resolution 2 where the intention is to vote against.
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

CELAMIN HOLDINGS NL

☐ **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.

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 Celamin Holdings NL ACN 139 255 771 (the "Company") for use at the meeting of the shareholders of the Company to be held at The Rialto, Level 30, 525 Collins Street, Melbourne VIC 3000 on 20 November 2012 at 10:00am (AEDST) or any adjournment thereof (the "Meeting").

I/We being a member/s of Celamin Holdings NL 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.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

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.*

IMPORTANT VOTING EXCLUSION

☐ If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you have not directed your proxy how to vote on Resolution 1 and 2 below, 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 that resolution and that votes cast by him, other than as proxy holder, 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 vote Resolution 1 and 2 and you vote will not be counted in calculating the required majority if a poll is called on any resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1 and against Resolution 2.

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 for the year ended 30 June 2012	☐	☐	☐
Resolution 2 – To approve to Board Spill Meeting (conditional on at least 25% being cast against on Resolution 1)	☐	☐	☐
Resolution 3 – To elect The Hon. Andrew Thomson as a Director	☐	☐	☐
Resolution 4 – To elect Ms Melanie Leydin as a Director		**WITHDRAWN**	
Resolution 5 – To re-elect Mr Martin Broome as a Director	☐	☐	☐
Resolution 6 – To approve the Removal of Auditor	☐	☐	☐
Resolution 7 – To approve the Appointment of Auditor	☐	☐	☐
Resolution 8 – To approve the 10% Placement Facility	☐	☐	☐
Resolution 9 – To elect Mr Gary Scanlan as a Director	☐	☐	☐
Resolution 10 – To elect Mr Russell Luxford as a Director	☐	☐	☐

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	**Member 2** (if joint holding)	**Member 3** (if joint holding)	/ /
Sole Director and Sole Secretary	**Director/Company Secretary**	**Director**	**Date**