
RUMBLE RESOURCES LIMITED**ABN 74 148 214 260****NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY
STATEMENT**

TIME: 11.00am WST**DATE:** Tuesday, 29 November 2011**PLACE:** Bentleys
Level 1, 12 Kings Park Road
WEST PERTH, WESTERN AUSTRALIA, 6005

This Notice of Meeting and Explanatory Statement 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 (08) 9388 8041.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Rumble Resources Limited which this Notice of Meeting relates to will be held at 11:00am WST on Tuesday, 29 November 2011 at:

Bentleys Level 1, 12 Kings Park Road WEST PERTH, WESTERN AUSTRALIA, 6005
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YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all 'directed' proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

TIME AND PLACE OF MEETING AND HOW TO VOTE

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Rumble Resources Limited will be held at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia 6005 at 11.00am WST on Tuesday, 29 November 2011.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders at 11.00am WST on Friday 25 November 2011.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2011, together with the Directors' report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report (Non-binding)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2011."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (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 vote on this Resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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Resolution 2 – Re-election of Mr Matthew Banks

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

"That, Mr Matthew Banks, being a Director, appointed 14 January 2011, retires in accordance with clause 11.11 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director."

Resolution 3 – Re-election of Mr Michael Smith

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

"That, Mr Michael Smith, being a Director, appointed 31 January 2011, retires in accordance with clause 11.11 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director."

Resolution 4 – Approval of Employee Incentive Scheme

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

"That, for the purposes of Exception 9 of Rule 7.2 of the ASX Listing Rules and for all other purposes, approval is given for the Company to administer and issue securities under its employee incentive scheme as an exception to Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on this Resolution 4 by any director of the entity, and any associates. However, 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 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.

Resolution 5 – Appointment of Auditor

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, Bentleys Audit & Corporate (WA) Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company."

Short Explanation: Section 327B of the Corporations Act 2001 provides that a public company must appoint an auditor at its first annual general meeting. Pursuant to Section 328 of the Corporations Act 2001, Bentleys Audit & Corporate (WA) Pty Ltd, has been nominated by a Shareholder of the Company and has consented to act as auditor of the Company.

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Resolution 6 – Approval for the future placement of shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue and allot up to 10,000,000 Shares at a minimum price of twenty cents (20 cents) per share pursuant to which the Shares will be issued and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution 6 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, 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 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.

Resolution 7 – Approval for Grant of Options to Mr Andrew Rust

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves and authorises the Directors to issue and allot 100,000 Options to Mr Andrew Rust for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 7 by Mr Andrew Rust or his nominee(s) and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 7 is passed and any associate of those persons.

However the Company need not disregard a vote 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 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.

Resolution 8 – Approval for Grant of Options to Mr Terence Topping

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves and authorises the Directors to issue and allot 1,000,000 Options to Mr Terence Topping for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 8 by Mr Terence Topping or his nominee(s) and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 8 is passed and any associate of those persons.

However the Company need not disregard a vote 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 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.

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Resolution 9 – Approval for Grant of Options to Mr Paul McMillan

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves and authorises the Directors to issue and allot 500,000 Options to Mr Paul McMillan for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 9 by Mr Paul McMillan or his nominee(s) and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 9 is passed and any associate of those persons.

However the Company need not disregard a vote 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 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.

Resolution 10 – Approval for Grant of Options to Mr Shane Sikora

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves and authorises the Directors to issue and allot 250,000 Options to Mr Shane Sikora for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 10 by Mr Shane Sikora or his nominee(s) and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 10 is passed and any associate of those persons.

However the Company need not disregard a vote 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 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.

DATED: 21 OCTOBER 2011

BY ORDER OF THE BOARD



**DAVID PALUMBO
COMPANY SECRETARY
RUMBLE RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of Rumble Resources Limited to be held at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia 6005 at 11.00am WST on Tuesday, 29 November 2011.

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 (of which this Explanatory Statement forms a part).

FINANCIAL STATEMENTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

1.1 General

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution to Shareholders that the remuneration report be adopted at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 2011.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

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1.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel or any Closely Related Party as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair, or another member of Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

1.3 Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 2011.

RESOLUTION 2 – RE-ELECTION OF MR MATTHEW BANKS

In accordance with Listing Rule 14.4 and Clause 11.11 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Accordingly, as Mr Matthew Banks was appointed on 14 January 2011 pursuant to clause 11.10 of the Constitution, he now seeks re-election as a Director in accordance with clause 11.11 of the Constitution. Details regarding Mr Matthew Banks are set out in the 2011 Annual Report.

The Directors, other than Mr Matthew Banks, recommend the re-election of Mr Matthew Banks.

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RESOLUTION 3 – RE-ELECTION OF MR MICHAEL SMITH

In accordance with Listing Rule 14.4 and Clause 11.11 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Accordingly, as Mr Michael Smith was appointed on 31 January 2011 pursuant to clause 11.10 of the Constitution, he now seeks re-election as a Director in accordance with clause 11.11 of the Constitution. Details regarding Mr Michael Smith are set out in the 2011 Annual Report.

The Directors, other than Mr Michael Smith, recommend the re-election of Mr Michael Smith.

RESOLUTION 4 – APPROVAL OF THE EMPLOYEE INCENTIVE SCHEME

The Company has established an Employee Incentive Scheme, comprising an Employee Share Scheme and Employee Option Scheme the terms of which are set out in Annexures A and B ("Scheme"). Resolution 4 seeks shareholder approval in accordance with Exception 9 of Rule 7.2 of the ASX Listing Rules for the Company to issue securities under the Scheme without prior shareholder approval and in reliance on the exception to Listing Rule 7.1.

ASX Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue certain securities, including options. The effect is that shareholder approval is required before the company may issue certain securities representing more than 15% of the capital of the company within a 12 month period. However, certain issues are exempt from the restrictions of ASX Listing Rule 7.1 and are effectively disregarded for the purposes of determining the number of securities which a company may issue within a 12 month period.

Exempt issues include an issue of securities to persons participating in an employee incentive scheme where shareholders have approved the issue of securities under the scheme as an exemption from ASX Listing Rule 7.1. Shareholder approval must be given in a general meeting held not more than 3 years before the date of issue when the notice of meeting contains or is accompanied by certain prescribed information (set out below) (Exception 9 of ASX Listing Rule 7.2).

In order to take advantage of the exemption from ASX Listing Rule 7.1 and allow the Company flexibility to issue securities, shareholders are requested to approve the issue of securities under the Scheme as an exemption from Listing Rule 7.1. This approval will be effective for a period of 3 years from the date of the Resolution. It should be noted that Resolution 4 does not approve the issue of any Scheme Shares or Options to any Director of the Company. Scheme Shares or Options cannot be granted to Directors or associated of the Company unless prior approval of shareholders is obtained in accordance with the Listing Rules.

The main purposes of the Scheme is to give an additional incentive to Directors and employees of the Company to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward its Directors and employees for their efforts.

As the Employee Share Scheme and Employee Option Scheme have not been approved previously, no Scheme Shares or Scheme Options have been issued under the Scheme.

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If Scheme Options are exercised, it will have the effect of increasing the Company's cash position by the amount of the exercise price multiplied by the number of options exercised. It will also increase the number of Shares that are on issue by the number of Options exercised.

Shares issued pursuant to the exercise of the Scheme Options will rank *pari passu* in all respects with the Company's existing Shares.

Subject to any restrictions imposed pursuant to the terms of issue of Scheme Shares or Scheme Options, the Company will make application to ASX for official quotation of Shares issued pursuant to the Scheme, and Shares issued upon the exercise of Options, if other Shares of the Company are listed at that time.

The Board recommends that shareholders vote in favour of resolution 4.

RESOLUTION 5 – APPOINTMENT OF AUDITOR

Under the Corporations Act, the Directors of the Company were required to appoint an auditor at the time of incorporation of the Company. Pursuant to section 327A of the Corporations Act, the auditor so appointed holds office only until the first annual general meeting of the Company. Section 327B of the Corporations Act requires a public company to appoint an auditor at the first annual general meeting of the public company.

The Directors have considered this matter and now recommend that Bentleys Audit & Corporate (WA) Pty Ltd be appointed as auditor of the Company and that Shareholders consider this resolution at the Company's first Annual General Meeting. Bentleys Audit & Corporate (WA) Pty Ltd have consented in writing to being appointed as the Company's auditor pursuant to section 328A(1) of the Corporations Act and has not withdrawn its consent.

In accordance with the Corporations Act, Mining Corporate Pty Ltd, a Shareholder, has nominated Bentleys Audit & Corporate (WA) Pty Ltd to be appointed auditor of the Company. A copy of that nomination is attached to the Notice of Annual General Meeting (Annexure C) and has been sent to Bentleys Audit & Corporate (WA) Pty Ltd in accordance with section 328B(3) of the Corporations Act.

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RESOLUTION 6 – APPROVAL FOR THE FUTURE PLACEMENT OF SHARES

ASX LISTING RULE 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6 to allow Shareholders to assess the proposed facility for the future issue of up to 10,000,000 Shares:

- (a) the maximum number of Shares to be issued pursuant to the Placement is 10,000,000 Shares;
- (b) the Shares the subject of Resolution 6 will be issued and allotted no later than three (3) months after the date of this Meeting or such later date as approved by ASX;
- (c) the issue price of the Shares proposed to be allotted and issued will be at a minimum price of twenty cents (20 cents) per share;
- (d) the allottees in respect of Resolution 6 are not, as yet, identifiable but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the issue of the Shares. The allottees will not be related parties of the Company;
- (e) the Shares to be issued will rank pari-passu with the existing Shares of the Company;
- (f) the Shares to be issued will be allotted progressively as allottees are identified, however no Shares will be issued or allotted after the date which is three (3) months after the date of the Meeting; and
- (g) the Company intends to use the funds raised by the issue of Shares the subject of Resolution 6 for the continued exploration of its portfolio of exploration assets. Any surplus funds will be used for general working capital purposes, review and analysis of new projects and for the funding of the Company's other existing activities.

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RESOLUTION 7 - APPROVAL FOR GRANT OF OPTIONS TO MR ANDREW RUST

7.1 Background to Resolution 7

Resolution 7 seeks Shareholder approval for the issue of 100,000 Options to Mr Andrew Rust (and/or his nominee). The Options are proposed to be issued to Mr Andrew Rust for geological services to be provided in the period 1 December 2011 to 30 November 2012. These services include general geological advice, tenement administration, and geological assessment on potential future tenement acquisitions.

The ASX Listing Rules set out a number of regulatory requirements which must be satisfied in connection with the proposed issue of securities to Mr Andrew Rust. These are summarised below.

7.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not issue during a 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the total ordinary shares on issue at the commencement of that 12 month period.

Although the issue of securities to Mr Andrew Rust under Resolution 7 will not result in the 15% capacity of the Company being exceeded, the Directors seek approval for this issue of options to Mr Andrew Rust to preserve the Company's 15% capacity under Listing Rule 7.1. This will allow flexibility for any future transactions which may arise. Accordingly, Shareholder approval is sought to issue 100,000 Options to Mr Andrew Rust (and/or his nominee).

The following information in connection with Resolution 7 is provided to Shareholders in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued to Mr Andrew Rust (and/or his nominee) is 100,000 Options;
- (b) the issue price of the Options is nil. The Options will be issued as part consideration for geological services to be provided by Mr Andrew Rust to the Company;
- (c) the Options will vest on completion of 12 months service, being 1 December 2012;
- (d) the Options to be issued pursuant to Resolution 7 will be issued on the terms set out in Annexure "D" of the Explanatory Statement;
- (e) the allottee, Mr Andrew Rust (and/or his nominee), is not a Related Party of the Company;
- (f) the Company proposes to issue and allot the Options on the same date and as soon as possible after the date of the General Meeting however will not be issued later than 3 months after the date of the General Meeting or such later date to the extent permitted by any ASX waiver; and
- (g) no funds will be raised from the issue of the Options as they are proposed to be issued as part consideration for services provided to the Company, as set out above. All funds raised upon the exercise of the Options will be applied to working capital requirements of the Company.

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7.3 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 7. The Board believes that the proposed Resolution is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 7 as the securities will provide an incentive for Mr Andrew Rust to provide ongoing services to the Company.

RESOLUTION 8 - APPROVAL FOR GRANT OF OPTIONS TO MR TERENCE TOPPING

8.1 Background to Resolution 8

Resolution 8 seeks Shareholder approval for the issue of 1,000,000 Options to Mr Terence Topping (and/or his nominee). The Options are proposed to be issued to Mr Terence Topping for geological services to be provided in the period 1 December 2011 to 30 November 2012. These services include general geological advice, tenement administration, and geological assessment on potential future tenement acquisitions.

The ASX Listing Rules set out a number of regulatory requirements which must be satisfied in connection with the proposed issue of securities to Mr Terence Topping. These are summarised below.

8.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not issue during a 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the total ordinary shares on issue at the commencement of that 12 month period.

Although the issue of securities to Mr Terence Topping under Resolution 8 will not result in the 15% capacity of the Company being exceeded, the Directors seek approval for this issue of options to Mr Terence Topping to preserve the Company's 15% capacity under Listing Rule 7.1. This will allow flexibility for any future transactions which may arise. Accordingly, Shareholder approval is sought to issue 1,000,000 Options to Mr Terence Topping (and/or his nominee).

The following information in connection with Resolution 8 is provided to Shareholders in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued to Mr Terence Topping (and/or his nominee) is 1,000,000 Options;
- (b) the issue price of the Options is nil. The Options will be issued as part consideration for geological services to be provided by Mr Terence Topping to the Company;
- (c) the Options will vest on completion of 12 months service, being 1 December 2012;
- (d) the Options to be issued pursuant to Resolution 8 will be issued on the terms set out in Annexure "D" of the Explanatory Statement;
- (e) the allottee, Mr Terence Topping (and/or his nominee), is not a Related Party of the Company;

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- (f) the Company proposes to issue and allot the Options on the same date and as soon as possible after the date of the General Meeting however will not be issued later than 3 months after the date of the General Meeting or such later date to the extent permitted by any ASX waiver; and
- (g) no funds will be raised from the issue of the Options as they are proposed to be issued as part consideration for services provided to the Company, as set out above. All funds raised upon the exercise of the Options will be applied to working capital requirements of the Company.

8.3 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 8. The Board believes that the proposed Resolution is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 8 as the securities will provide an incentive for Mr Terence Topping to provide ongoing services to the Company.

RESOLUTION 9 - APPROVAL FOR GRANT OF OPTIONS TO MR PAUL MCMILLAN

9.1 Background to Resolution 9

Resolution 9 seeks Shareholder approval for the issue of 500,000 Options to Mr Paul McMillan (and/or his nominee). The Options are proposed to be issued to Mr Paul McMillan for geological services to be provided in the period 1 December 2011 to 30 November 2012. These services include general geological advice, tenement administration, and geological assessment on potential future tenement acquisitions.

The ASX Listing Rules set out a number of regulatory requirements which must be satisfied in connection with the proposed issue of securities to Mr Paul McMillan. These are summarised below.

9.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not issue during a 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the total ordinary shares on issue at the commencement of that 12 month period.

Although the issue of securities to Mr Paul McMillan under Resolution 9 will not result in the 15% capacity of the Company being exceeded, the Directors seek approval for this issue of options to Mr Paul McMillan to preserve the Company's 15% capacity under Listing Rule 7.1. This will allow flexibility for any future transactions which may arise. Accordingly, Shareholder approval is sought to issue 500,000 Options to Mr Paul McMillan (and/or his nominee).

The following information in connection with Resolution 9 is provided to Shareholders in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued to Mr Paul McMillan (and/or his nominee) is 500,000 Options;

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- (b) the issue price of the Options is nil. The Options will be issued as part consideration for geological services to be provided by Mr Paul McMillan to the Company;
- (c) the Options will vest on completion of 12 months service, being 1 December 2012;
- (d) the Options to be issued pursuant to Resolution 9 will be issued on the terms set out in Annexure "D" of the Explanatory Statement;
- (e) the allottee, Mr Paul McMillan (and/or his nominee), is not a Related Party of the Company;
- (f) the Company proposes to issue and allot the Options on the same date and as soon as possible after the date of the General Meeting however will not be issued later than 3 months after the date of the General Meeting or such later date to the extent permitted by any ASX waiver; and
- (g) no funds will be raised from the issue of the Options as they are proposed to be issued as part consideration for services provided to the Company, as set out above. All funds raised upon the exercise of the Options will be applied to working capital requirements of the Company.

9.3 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 9. The Board believes that the proposed Resolution is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 9 as the securities will provide an incentive for Mr Paul McMillan to provide ongoing services to the Company.

RESOLUTION 10 - APPROVAL FOR GRANT OF OPTIONS TO MR SHANE SIKORA

10.1 Background to Resolution 10

Resolution 10 seeks Shareholder approval for the issue of 250,000 Options to Mr Shane Sikora (and/or his nominee). The Options are proposed to be issued to Mr Shane Sikora for services to be provided in the period 1 December 2011 to 30 November 2012 pursuant to his employment contract as General Manager.

The ASX Listing Rules set out a number of regulatory requirements which must be satisfied in connection with the proposed issue of securities to Mr Shane Sikora. These are summarised below.

10.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not issue during a 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the total ordinary shares on issue at the commencement of that 12 month period.

Although the issue of securities to Mr Shane Sikora under Resolution 10 will not result in the 15% capacity of the Company being exceeded, the Directors seek approval for this issue of options to Mr Shane Sikora to preserve the Company's 15% capacity under Listing Rule 7.1. This will allow flexibility for any future transactions which may

EXPLANATORY STATEMENT

arise. Accordingly, Shareholder approval is sought to issue 250,000 Options to Mr Shane Sikora (and/or his nominee).

The following information in connection with Resolution 10 is provided to Shareholders in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued to Mr Shane Sikora (and/or his nominee) is 250,000 Options;
- (b) the issue price of the Options is nil. The Options will be issued as part consideration for geological services to be provided by Mr Shane Sikora to the Company;
- (c) the Options will vest on completion of 12 months service, being 1 December 2012;
- (d) the Options to be issued pursuant to Resolution 10 will be issued on the terms set out in Annexure "D" of the Explanatory Statement;
- (e) the allottee, Mr Shane Sikora (and/or his nominee), is not a Related Party of the Company;
- (f) the Company proposes to issue and allot the Options on the same date and as soon as possible after the date of the General Meeting however will not be issued later than 3 months after the date of the General Meeting or such later date to the extent permitted by any ASX waiver; and
- (g) no funds will be raised from the issue of the Options as they are proposed to be issued as part consideration for services provided to the Company, as set out above. All funds raised upon the exercise of the Options will be applied to working capital requirements of the Company.

10.3 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 10. The Board believes that the proposed Resolution is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 10 as the securities will provide an incentive for Mr Shane Sikora to provide ongoing services to the Company.

ANNEXURE A – TERMS AND CONDITIONS OF EMPLOYEE SHARE SCHEME

Set out below is a summary of the terms and conditions of the Plan:

- (a) **Eligibility:** Participants in the Plan may be Directors, full-time and part-time employees of the Company or any of its subsidiaries. Participants may also include:
- i) casual employees where:
 - A. the casual employee has worked for the company for more than one year; and
 - B. the employer regards the employee as equivalent to either full time or part time employees; and
 - ii) contractors where the contractor has:
 - A. worked for the company for more than one year; and
 - B. received 80% or more of their income in the preceding year from the company,
- ((a)(i) and (ii) together, the **Participants**).
- (b) **Administration of Plan:** The Board, or a duly appointed committee of the Board, is responsible for the operation of the Plan.
- (c) **Participation:** The Board determines the entitlement of Participants in the Plan, having regard to:
- i) the seniority of the Participant and the position the Participant occupies with the Company or any subsidiary;
 - ii) the length of service of the Participant with the Company and its subsidiaries;
 - iii) the record of employment of the Participant with the Company and its subsidiaries;
 - iv) the potential contribution of the Participant to the growth and profitability of the Company and its subsidiaries; and
 - v) any other matters which the Board considers relevant.
- (d) **Invitations:** The Board may issue an invitation to the Participant to participate in the Plan. The invitation will:
- i) invite applications for the number of Plan Shares specified in the invitation;
 - ii) specify the issue price for the Plan Shares;
 - iii) invite applications for a loan up to the amount payable in respect of the Plan Shares accepted by the Participant in accordance with the invitation;
 - iv) specify an acceptance period; and

ANNEXURE A – TERMS AND CONDITIONS OF EMPLOYEE SHARE SCHEME

v) specify any other terms and conditions attaching to the Plan Shares.

The number of Plan Shares will be determined at the absolute discretion of the Board.

- (e) **Issue price:** the issue price of each Plan Share will be determined by the Board, which may be a nominal or nil issue price if so determined by the Board.
- (f) **Plan limit:** The Company must ensure that the number of Plan Shares offered by the Company under this Plan when aggregated with:
 - i) the number of Plan Shares issued during the previous 5 years under the Plan (or any other employee share plan extended only to Participants); and
 - ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,
 - iii) does not exceed 5% of the total number of issued Shares at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with Class Order 03/184).
- (g) **Restriction on transfer:** Participants may not sell or otherwise deal with a Plan Share until the expiry of the qualifying period in respect of the Plan Shares, if any, that may be imposed by the Board and set out in the invitation.
- (h) **Quotation on ASX:** The Company will apply for each Plan Share to be admitted to trading on ASX upon issue of the Plan Share.
- (i) **Rights attaching to Plan Shares:** Plan Shares will rank equally in all respects (other than with respect to any restrictions on transfer specified above or otherwise imposed by the Board) with other Shares on issue.

ANNEXURE B - TERMS AND CONDITIONS OF EMPLOYEE OPTION SCHEME

(a) **Eligibility**

The Board may invite full or part time employees and directors of the Company or an Associated Body Corporate of the Company to participate in the Scheme (**Eligible Employee**).

Eligible Employees do not possess any right to participate in the Scheme, as participation is solely determined by the Board.

(b) **Offer of Scheme Options**

The Scheme will be administered by the Board which may, in its absolute discretion, offer Scheme Options to any Eligible Employee from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

- the Eligible Employee's length of service with the Company;
- the contribution made by the Eligible Employee to the Company;
- the potential contribution of the Eligible Employee to the Company; or
- any other matter the Board considers relevant.

(c) **Number of Scheme Options**

The number of Scheme Options to be offered to an Eligible Employee will be determined by the Board in its discretion and in accordance with the rules of the Scheme and applicable law.

(d) **Conversion**

Each Scheme Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(e) **Consideration**

Scheme Options issued under the Scheme will be issued for no consideration.

(f) **Exercise price**

The exercise price for Scheme Options offered under the Scheme will be determined by the Board.

(g) **Exercise conditions**

The Board may impose conditions, including performance-related conditions, on the right of a participant to exercise Scheme Option granted under the Scheme.

(h) **Exercise of Scheme Options**

A participant in the Scheme will be entitled to exercise their Scheme Options in respect of which the exercise conditions have been met provided the Scheme Options have not lapsed and the exercise of the Scheme Options will not result in the Company contravening ASIC Class Order 03/184. A holder may exercise Scheme Options by delivering an exercise notice to the Company secretary along with the Scheme Options certificate, and paying

ANNEXURE B - TERMS AND CONDITIONS OF EMPLOYEE OPTION SCHEME

the applicable exercise price of the Scheme Options multiplied by the number of Scheme Options proposed to be exercised.

Within ten Business Days of receipt of the required items, the Company will, subject to the ASX Listing Rules, issue to the participant the relevant number of Shares.

(i) Cessation of employment

If the participant in the Scheme ceases to be an employee or director of, or render services to, the Company or an Associated Body Corporate for any reason (other than by death, permanent disability or permanent retirement from the workforce) prior to the lapse of the Scheme Options, and the exercise conditions attaching to the Scheme Options have been met, the participant will be entitled to exercise their Scheme Options in accordance with the Scheme for a period of up to 60 days after the date of the cessation event.

(j) Death, permanent disability or retirement

If the participant in the Scheme dies, becomes permanently disabled or permanently retires from the workforce as an employee or director of the Company prior to the lapse of the Scheme Options, the participant, or the participant's legal personal representative, will be entitled to exercise their Scheme Options in accordance with the Scheme rules for the period commencing on the date of the cessation event and ending on the first to occur of the date of lapsing of the Scheme Options and the date which is six months after the date of the cessation event.

(k) Lapse of Scheme Options

Scheme Options held by a participant in the Scheme will lapse immediately if:

- the Scheme Options have not been exercised by the date which is two years after the date of issue, or such other date as the Board determines in its discretion at the time of issue of the Scheme Options;
- the exercise conditions attaching to the Scheme Conditions are unable to be met; or
- the holder ceases to be an employee or director of the Company or an Associated Body Corporate and the deadline set out in paragraph (i) or (j) has passed.

(l) Participation in Rights Issues and Bonus Issues

The Scheme Options granted under the Scheme do not give the holder any right to participate in rights issues or bonus issues unless Shares are allotted pursuant to the exercise of the relevant Scheme Options prior to the record date for determining entitlements to such issue. The number of Shares issued on the exercise of Scheme Options will be adjusted for bonus issues made prior to the exercise of the Scheme Options.

(m) Reorganisation

The terms upon which the Scheme Options will be granted will not prevent the Scheme Options being reorganised as required by the ASX Listing Rules on the reorganisation of the capital of the Company.

ANNEXURE B - TERMS AND CONDITIONS OF EMPLOYEE OPTION SCHEME

(n) **Limitation on offers**

If the Company makes an offer under the Scheme where:

the total number of Shares to be received on exercise of Scheme Options the subject of that offer exceeds the limit set out in ASIC Class Order 03/184; or

the Offer does not otherwise comply with the terms and conditions set out in ASIC Class Order 03/184,

the Company must comply with Chapter 6D of the Corporations Act at the time of that offer.

(o) **Trigger event**

If any of the following events occur:

- the Company is subject to a takeover bid;
- the Company proposes a scheme of arrangement with its members under Part 5.1 of the Corporations Act; or
- a person, or group of associated persons, becomes entitled to sufficient Shares to give him or them the ability, in general meeting, to replace all or a majority of the Board, where such ability was not already held by a person associated with such a person or group of persons,

then the Board may:

- determine that Scheme Options may be exercised at any time from the date of such event so as to permit the holder to participate in the change of control arising from the event; or
- use its reasonable endeavours to procure that an offer is made to holder of Scheme Options on like terms to the terms proposed in such event.

ANNEXURE C – AUDITOR NOMINATION

20 October 2011

The Directors
Rumble Resources Limited
PO Box 1905
SUBIACO WA 6904

Dear Sirs

NOMINATION OF AUDITOR

In accordance with the provisions of section 328B of the Corporations Act, I, Kent Hunter as Director of Mining Corporate Pty Ltd, being a member of Rumble Resources Limited, hereby nominate hereby nominate Bentleys Audit & Corporate (WA) Pty Ltd for appointment as auditor of Rumble Resources Limited.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Kent Hunter', is written over a light blue rectangular background.

Director
Mining Corporate Pty Ltd

ANNEXURE D – TERMS AND CONDITIONS OF OPTIONS – RESOLUTIONS 7, 8, 9 AND 10

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. Each Option is subject to the vesting condition of 12 months continuous service, being 1 December 2012. If the holder ceases service earlier than 1 December 2012, the Options will lapse.
3. The Options may be exercised at any time after completion of the vesting condition and until 30 November 2013. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of twenty five cents (25 cents) per Option exercised. The Options will lapse at 5.00pm WST on 30 November 2013.
4. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time after completion of the vesting condition and until 30 November 2013. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
5. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
6. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
8. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
9. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

GLOSSARY

2011 Annual Report means the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2011, which can be downloaded from the Company's website at www.rumblersources.com.au

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 724 791).

Annual General Meeting means the Annual General Meeting of the Company to be held on Tuesday 29 November 2011.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX and any other rules of the ASX which are applicable while the entity is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the board of Directors.

Company or **Rumble Resources** means Rumble Resources Limited (ABN 74 148 214 260).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice means the Notice of the Annual General Meeting attached to this Explanatory Statement.

Option means an option to acquire a Share.

Related Party means a party so defined by section 228 of the Corporations Act.

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2011 Annual Report.

Scheme means the Rumble Resources Limited Employee Incentive Scheme, comprising the Rumble Resources Limited Employee Share Scheme and the Rumble Resources Limited Employee Option Scheme.

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

Shareholder means a shareholder of the Company.

WST means Australian Western Standard Time.

PROXY FORM

**APPOINTMENT OF PROXY
RUMBLE RESOURCES LIMITED
ABN 74 148 214 260**

I/We

of

being a shareholder of Rumble Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual 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 Annual General Meeting to be held at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia 6005 at 11.00am WST on Tuesday, 29 November 2011, and at any adjournment thereof.

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

☐

If the Chair of the Annual 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 the resolutions please place a mark in this box.

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

OR

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Matthew Banks	☐	☐	☐
Resolution 3	Re-election of Mr Michael Smith	☐	☐	☐
Resolution 4	Approval of the Employee Incentive Scheme	☐	☐	☐
Resolution 5	Appointment of Auditor	☐	☐	☐
Resolution 6	Approval for future placement of shares	☐	☐	☐
Resolution 7	Approval for grant of options to Mr Andrew Rust	☐	☐	☐
Resolution 8	Approval for grant of options to Mr Terence Topping	☐	☐	☐
Resolution 9	Approval for grant of options to Mr Paul McMillan	☐	☐	☐
Resolution 10	Approval for grant of options to Mr Shane Sikora	☐	☐	☐

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 that your Shares are not to be counted in computing the required majority on a poll.

RUMBLE RESOURCES LIMITED
ABN 74 148 214 260

PROXY FORM

Signed this day of 2011

If a natural person:

SIGNED by
in the presence of:

)
)
)

(Signature)

(Signature of Witness)

(Name of Witness in full)

If a Company:

EXECUTED in accordance with section 127
of the Corporations Act:

)
)
)
)

(Signature of Secretary/other Director)

(Signature of Director/Sole Director)

(Name of Secretary/other Director in full)

(Name of Director/Sole Director in full)

RUMBLE RESOURCES LIMITED
ABN 74 148 214 260
Instructions for Completing "Appointment of Proxy" Form

1. A Shareholder 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 Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. Where more than one proxy is to be appointed or voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company or you may copy this form.
2. A duly appointed proxy need not be a Shareholder 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:
 - 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 a company to rely on the assumptions set out in Section 129(5) and (7) 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.
7. To vote by proxy, please complete and sign the proxy form enclosed and either:
 - (a) send the proxy form by post to Rumble Resources Limited, PO Box 1905, SUBIACO 6904; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (08) 9388 8042,

so that it is received not later than 11.00am WST on Friday, 25 November 2011.

Proxy forms received later than this time will be invalid.