astro resources nl
ACN 007 090 904

18 October 2013

The Manager
ASX
Level 8, Exchange Plaza
2 The Esplanade
PERTH WA 6000

Dear Sir

Notice of Annual General Meeting & Explanatory Memorandum

Enclosed is the Notice of Annual General Meeting which has been mailed to Shareholders today.

Yours faithfully

Vince Fayad
Company Secretary

Notice of Annual General Meeting and Explanatory Memorandum

Astro Resources NL ABN 96 007 090 904

Date of Meeting:	20 NOVEMBER 2013
Time of Meeting:	10.30am (Sydney time)
Place of Meeting:	LEVEL 9, NO.1 O'CONNELL STREET SYDNEY NSW 2000

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Astro Resources NL ABN 96 007 090 904 (**Company**) will be held at the offices of Lawler Partners at Level 9, No.1 O'Connell Street Sydney, on 20 November 2013 at 10.30am (Sydney time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013.

1. Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2013 (as set out in the Directors Report) is adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act.

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) by or on behalf (including by proxy) of a member of the 'key management personnel'[1] **(KMP)** named in the Remuneration Report; or
(b) by or on behalf of (including by proxy) a closely related party[2] (such as close family members and any controlled companies) of a KMP named in the Remuneration Report.

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
(b) the voter is the Chairman and the appointment of the Chairman as proxy:
  (i) does not specify the way the proxy is to vote on the resolution; and
  (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

2. Conditional Spill Meeting Resolution

Subject to and conditional upon at least 25% of the votes on Resolution 1 being cast against Resolution 1, to consider, and if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That:

[1] 'key management personnel' has the meaning as defined in Section 9 of the *Corporations Act* 2001.
[2] 'closely related party has the meaning as defined in Section 9 of the *Corporations Act* 2001.

(a) *the Company will convene an extraordinary general meeting (**Spill Meeting**) which must be held within 90 days of the passing of this resolution (**Spill Resolution**) subject to (d) below;*

(b) *all of the Directors in office at the time of the Spill Meeting who:*

(1) *were in office when the Directors' resolution was passed to make the Directors' Report for the financial year ended 30 June 2013 considered at the Company's 2013 annual general meeting; and*

(2) *are not a Managing Director of the Company who, in accordance with the Listing Rules, may continue to hold office indefinitely without being re-elected to the office,*

*shall cease to hold office immediately before the end of the Spill Meeting (**Vacating Directors**);*

(c) *at the Spill Meeting the Company will put resolutions to Shareholders to vote to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting under (b) above; and*

(d) *in accordance with section 250W of the Corporations Act, where there are no Vacating Directors, the Company need not hold the Spill Meeting."*

Voting Restriction pursuant to sections 250V(2) and 250R(4) and (5) of the *Corporations Act*

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the KMP details of whose remuneration is included in the Remuneration Report; and/ or

(b) a Closely Related Party of such a member of the KMP.

However, the above persons may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or

(d) the voter is the Chairperson and the appointment of the Chairperson as proxy:

- does not specify the way the proxy is to vote on the resolution; and
- expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. Re-election of Kris Knauer as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Kris Knauer, who was appointed as a Director on the 25 March 2013 who retires by in accordance with Article 15.5 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director."

4. Re-election of Michael Povey as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Michael Povey, who was appointed as a Director on the 20 December 2012, who retires in accordance with Article 15.5 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director."

5. Appointment of Company's Auditor

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

*"That, subject to Stantons International receiving the consent of ASIC for it to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act (**ASIC Consent**), for the purposes of section 327B of the Corporations Act and for all other purposes, the Company is authorised to appoint RSM Bird Cameron, who have been nominated by a Shareholder (in accordance with section 328B of the Corporations Act) and have provided consent in writing (in accordance with section 328A of the Corporations Act), to act as the Company's auditor with effect from the date of this AGM or such other date specified by the ASIC Consent."*

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board

Vincent J Fayad
Company Secretary
15 October 2013

Explanatory Statement

1. Introduction

This Explanatory Memorandum is provided to shareholders of Astro Resources NL ABN 96 007 090 904 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Lawler Partners at Level 9, No.1 O'Connell Street Sydney, on 20 November 2013 at 10.30am (Sydney time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 6.

2. Consider the company's annual report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013 were despatched to Shareholders and released to the ASX Limited ("**ASX**") on 5 September. The Company's Annual Report is placed before the shareholders for discussion. No voting is required for this item.

3. Resolution 1 (Remuneration Report) and Resolution 2 (Conditional Spill Resolution)

3.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution (Resolution 1).

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of the executive Director and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the senior executives of the Company, who are members of the Company's Key Management Personnel; and
- details and explains any performance conditions applicable to the remuneration of the executive Director and senior executives of the Company.

3.2 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel (**KMP**) and their Closely Related Parties (**CRP**) (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction applies to Resolution 1 and Resolution 2. However, it does not apply where:

(a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or

(b) the Chairperson is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting (including Resolution 1) **except for Resolution 2 in respect of which the Chairperson will vote any undirected proxies against the Resolution,** subject to compliance with the Corporations Act.

3.3 **The "Two Strikes Rule"**

The Corporations Act requires that listed companies must put their remuneration report to a non-binding advisory shareholder vote at the AGM **(Remuneration Report Resolution)**. The "Two Strikes Rule" was introduced by the *Corporations Legislation (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) and commenced on 1 July 2011.

Under the "Two Strikes Rule" if the Remuneration Report Resolution receives a "no" vote of 25% or more (**Strike**) at two consecutive AGMs, a resolution to spill the board in accordance with Part 2G.2, Division 9 of the Corporations Act (**Spill Resolution**) must be put to Shareholders.

If the Spill Resolution is passed as an ordinary resolution, in accordance with the Corporations Act requirements:

(a) the Company will convene an extraordinary general meeting (**Spill Meeting**) which must be held within 90 days of the passing of the Spill Resolution subject to below;

(b) all of the Directors in office at the time of the Spill Meeting who:

    (1) were in office when the Directors' resolution was passed to make the Directors' Report for the financial year ended 30 June 2013 (which includes the 2013 Remuneration Report) considered at the Company's 2013 AGM; and

    (2) are not a Managing Director of the Company who, in accordance with the Listing Rules, may continue to hold office indefinitely without being re-elected to the office,

    shall cease to hold office immediately before the end of the Spill Meeting (**Vacating Directors**);

(c) at the Spill Meeting the Company will put resolutions to Shareholders to vote to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting under paragraph (b) above. The Vacating Directors, if they choose, may stand for re-election at the Spill Meeting;

(d) in accordance with section 250W of the Corporations Act, where there are no Vacating Directors, the Company need not hold the Spill Meeting; and

(e) if the Company does not hold the Spill Meeting within 90 days after the Spill Resolution is passed, each person who is a Director of the Company at the end of that 90 day period commits an offence, even if the person was not a Director when the Spill Resolution was passed.

3.4 **First Strike**

At the Company's AGM last year, approximately 83.3% of the votes cast in respect of the Remuneration Report Resolution, to adopt the Company's 2012 Remuneration Report, were voted against that resolution. At the 2011 AGM, less than 25% of the votes were cast against the Remuneration Report Resolution. Accordingly, last year the Company received a "first Strike".

3.5 **Review of remuneration practices**

The following are noted in relation to remuneration policy:

- Non-Executive Directors fees are based on market practices, taking into account the size of the Company and level of time required to be dedicated to the Company;

- in relation to the Executive Director fees, these are considered to be well in line with market practices and also having regard to the fact that the work is undertaken on a casual basis. For major assignments, the Company pays the Executive Director on pre-agreed hourly rates; and

- accounting and secretarial work, including provision of the registered office are based on fixed fees to the extent possible. For one-off matters, these are also billed on a pre-agreed hourly basis.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the 2013 Remuneration Report, are fair, reasonable and appropriate, support the strategic direction of the Company and align with Shareholders' expectations.

3.6 **Second Strike and Resolution 2**

If the votes cast against this year's Remuneration Report Resolution, to adopt the 2013 Remuneration Report, are again 25% or more of the total votes cast, the Company will receive its "second Strike" and will be required to put a Spill Resolution to Shareholders.

Accordingly, this Notice of Meeting includes a "conditional" Spill Resolution (Resolution 2) which will be put to Shareholders only if 25% or more of the votes cast are against Resolution 1 and the Company therefore receives a second Strike; otherwise Resolution 2 will be withdrawn.

If Resolution 2 is passed then it will be necessary for the Board to convene the further Spill Meeting within 90 days of the AGM in order for Shareholders to consider the composition of the Board. At the Spill Meeting, the following Directors will be the Vacating Directors who will cease to hold office immediately before the conclusion of the Spill Meeting unless they stand for re-election and are re-elected at the Spill Meeting:

- Mr Kris Knauer (Non Exec. Chairman);

- Mr Graham Libbesson (Non Exec. Director); and

- Mr Michael Povey (Exec. Director).

It is noted that even if Mr Kris Knauer and Mr Michael Povey are re-elected at this year's AGM, under Resolution 2, those directors must still be Vacating Directors at the Spill Meeting.

It is also noted that holding a Spill Meeting may cause some disruption to the running of the Company as a result of management distraction, the time involved in organising such a meeting and the diversion of resources. In addition, there will be a cost to the Company of holding a Spill Meeting which is expected to be approximately $20,000.

3.7 **Directors' Recommendations**

Resolution 1

The voting exclusion statement for Resolution 1 is set out on page 1 of the Notice of Meeting. The Board unanimously recommends that Shareholders vote **in favour of Resolution 1**. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

Resolution 2

The voting exclusion statement for Resolution 2 is set out on page 3 of the Notice of Meeting. The Directors have abstained from making a recommendation on Resolution 2.

4. Resolution 3: re-election of Kris Knauer as a director

Kris Knauer retires in accordance with the Company's Constitution and, being eligible, offers himself herself for re-election as a Non-Executive Director and Chairman.

Mr Knauer was appointed on 25 March 2013.

Full details of Mr Knauer's qualifications and experience are set out on page 20 of the 30 June 2013 annual report lodged on the ASX on the 5 September 2013.

The Directors (with Kris Knauer abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 4: re-election of Michael Povey as a director

Michael Povey retires in accordance with the Company's Constitution and, being eligible, offers himself herself for re-election as a Non-Executive Director and Chairman.

Mr Povey was appointed on 25 March 2013.

Full details of Mr Povey's qualifications and experience are set out on page 20 of the 30 June 2013 annual report lodged on the ASX on the 5 September 2013.

The Directors (with Michael Povey abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 5: Appointment of Company's Auditor

The Company's current auditor, the firm Stantons International (**Stantons)**, has indicated to the Company that it intends to resign as the Company's auditor. In accordance with section 329(5) of Corporations Act, Stantons has requested the consent of ASIC to resign with effect from this AGM (**ASIC Consent**).

Subject to Stantons receiving ASIC Consent, upon receiving a formal notice of resignation (**Notice of Resignation**) from Stantons, the Company will lodge the Notice of Resignation with ASIC in accordance with section 329(11) of the *Corporations Act*.

The Company has received a nomination for the appointment of the firm RSM Bird Cameron (**Notice of Nomination**) from a Shareholder under section 328B of the *Corporations Act*. In accordance with section 328B(3) of the *Corporations Act* a copy of the notice of nomination of auditor is **enclosed** in Annexure A and has also been sent to Stantons and RSM Bird Cameron.

In accordance with section 328A. the firm, RSM Bird Cameron has provided consent in writing to act as the auditor of the Company, subject to the ASIC Consent.

Accordingly, subject to the ASIC Consent and Notice of Resignation being provided, the Company seeks Shareholders' approval to appoint the firm RSM Bird Cameron as the auditor of the Company to fill the vacancy of the Stantons, in accordance with section 327B and on any terms required by the ASIC Consent.

If Resolution 5 is passed, the resignation of the firm Stantons International and appointment of the firm RSM Bird Cameron will take effect on the date of this AGM.

The Board recommends that Shareholders vote in favour of Resolution 5 primarily due to the Company re-locating its head office to Sydney and the Directors seeking the benefit of engaging an audit firm that is within close proximity to its business operations.

6. Interpretation

ASIC means the Australian Securities & Investments Commission.

Associated Entity has the meaning given to that term in the Corporations Act.

ASX means the ASX Limited.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which all banks are open for business generally in Sydney.

Chair means the person chairing the Meeting.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

(a) a spouse or child of the member; or

(b) a child of the member's spouse; or

(c) a dependant of the member or the member's spouse; or

(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 dealings with the entity; or

(e) a company the member controls; or

(f) a person prescribed by regulation under the Corporation Act for the purposes of the definition of closely related party under the Corporations Act;

Company means Astro Resources NL ABN 96 007 090 904.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth);

Directors mean the directors of the Company from time to time.

Explanatory Memorandum means the explanatory statement accompanying this Notice.

Key Management Personnel has the definition given in the Accounting Standard AASB 124 *Related Party Disclosure* as 'those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity'.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting or **Annual General Meeting** or **AGM** means the annual general meeting to be held on 20 November 2013 at 10.30am, as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders.

Remuneration Report means the remuneration report of the Company.

Resolutions means the resolutions set out in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder or **Member** means a person who holds a Share.

Spill Meeting has the meaning given to that term in section 3 of this Explanatory Memorandum.

Spill Resolution has the meaning given to that term in section 3 of this Explanatory Memorandum.

Vacating Directors has the meaning given to that term in section 3 of this Explanatory Memorandum.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Vince Fayad (Company Secretary):

Level 9, No.1 O'Connell Street Sydney, NSW 2000. Telephone number 02 8346 6055.

Annexure A – Notice of Nomination

MINING INVESTMENTS LIMITED
P.O. Box: 3153
Newport West, VIC 3015
Australia

26th of September, 2013

Astro Resources NL
The Secretary
Level 9
1 O'Connell Street
SYDNEY NSW 2000

SUBJECT: Appointment of RSM Bird Cameron Partners as Auditors for Astro Resources NL

Dear Sirs,

I, Elias Khouri, request Astro Resources NL "the Company" at the Annual General Meeting of the company to consider and, if thought fit, pass the resolution that RSM Bird Cameron Partners be appointed as auditor of the company on the resignation of Stantons International, once approved by ASIC.

Yours faithfully,

MINING INVESTMENTS LIMITED

Elias Khouri
Sole Director

astro resources nl

ABN 96 007 090 904

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

By mail:
Astro Resources NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: +61 1300 554 454

SECURITYHOLDER VOTING FORM

I/We being a member(s) of Astro Resources NL and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

☐ **the Chairman of the Meeting** ***(mark box)***

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am (Sydney time) on Wednesday, 20 November 2013, at at Level 9, No.1 O'Connell Street, Sydney, NSW and at any adjournment or postponement of the meeting.
Chairman to vote undirected proxies in favour: I/We acknowledge that the Chairman of the meeting intends to vote undirected proxies in favour of resolutions 1,3,4 and 5, and against resolution2.
Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the meeting to exercise my/our proxy respect of resolutions 1 and 2 even though these resolutions are connected directly or indirectly with the remuneration of a member of key management personnel of Astro Resources NL, which includes the Chairman. I/we acknowledge that if the Chairman of the meeting is my/our proxy and I/we have not marked the box opposite resolutions 1 and 2, the Chairman of the meeting intends to vote my/our proxy in favour of resolutions 1 and against resolution 2.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2 VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 Remuneration report	☐	☐	☐
Resolution 2 Conditional Spill Meeting Resolution	☐	☐	☐
Resolution 3 Re-election of Kris Knauer as a director	☐	☐	☐
Resolution 4 Re-election of Michael Povey as a director	☐	☐	☐
Resolution 5 Appointment of Company's Auditor	☐	☐	☐

Board recommendations and undirected proxies: The Board recommends shareholders vote in favour of resolutions 1,3,4 and 5, and against resolution 2. The Chairman of the meeting intends to vote undirected proxies vote in favour of resolutions 1,3,4 and 5, and against resolution 2. If you do not wish to authorise the Chairman to vote your proxy in this way, you should direct your proxy in accordance with the instructions in this proxy form.

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ARO PRX301R

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Exercise of undirected proxies by Key Management Personnel

If a member of the Company's key management personnel (other than the Chairman) or their closely related parties is your proxy and you have not directed the proxy how to vote, that person will not vote your shares on Resolutions 1 or 2 (being resolutions which are connected directly or indirectly with the remuneration of members of the Company's key management personnel).

Votes on Items of Business – Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

A proxy need not be a securityholder of the Company.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Sydney time) on Monday, 18 November 2013,** being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE **www.linkmarketservices.com.au**

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

by mail:

Astro Resources NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

by fax:

+61 2 9287 0309

by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.