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RED EMPEROR RESOURCES NL

ABN 99 124 734 961

NOTICE OF ANNUAL GENERAL MEETING

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TIME: 8.45am WST

DATE: Thursday 20 November 2008

PLACE: Somerset St Georges Terrace  
185 St Georges Terrace  
PERTH, WESTERN AUSTRALIA, 6000

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9388 8041.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Annual General Meeting of the Shareholders of Red Emperor Resources NL which this Notice of Meeting relates to will be held at 8.45am WST on Thursday 20 November 2008 at:

<p><b>Somerset St Georges Terrace 185 St Georges Terrace PERTH, WESTERN AUSTRALIA, 6000</b></p>
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### YOUR VOTE IS IMPORTANT

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

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Red Emperor Resources NL, PO Box 1905, Subiaco, Western Australia 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 8.45am WST on Tuesday, 18 November 2008.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Red Emperor Resources NL will be held at Somerset St Georges Terrace, 185 St Georges Terrace, Perth, Western Australia at 8.45am WST on Thursday, 20 November 2008.

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 the close of business on Tuesday, 18 November 2008.

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

### AGENDA

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#### Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2008, 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 an **advisory only resolution**:

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report.”*

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

#### Resolution 2 – Re-election of Mr Kent Hunter

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

*“That, Mr Kent Hunter, being a Director, retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director.”*

#### Resolution 3 – Re-election of Mr Stephen Brockhurst

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

*“That, Mr Stephen Brockhurst, being a Director, retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director.”*

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## NOTICE OF ANNUAL GENERAL MEETING

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### Resolution 4 – Re-election of Mr Terry Gardiner

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

*“That, Mr Terry Gardiner, being a Director, retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director.”*

### 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, RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company.”*

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**DATED: 13 OCTOBER 2008**

**BY ORDER OF THE BOARD**



**KENT HUNTER  
MANAGING DIRECTOR  
RED EMPEROR RESOURCES NL**

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## **EXPLANATORY STATEMENT**

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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 Red Emperor Resources NL to be held at Somerset St Georges Terrace, 185 St Georges Terrace, Perth, Western Australia at 8.45am WST on Thursday, 20 November 2008.

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).

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### **1. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)**

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

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- (a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- (b) discussion of the relationship between such policy and the Company's performance; and
- (c) the prescribed details in relation to the remuneration of each Director and certain executives.

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

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### **2. RESOLUTION 2 – RE-ELECTION OF MR KENT HUNTER**

Clause 11.12 of the Constitution provides that any Director appointed under clause 11.11 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Kent Hunter seeks re-election as a Director in accordance with clause 11.12 of the Constitution. Details regarding Mr Hunter are set out in the 2008 Annual Report.

The Directors recommend the re-election of Mr Kent Hunter.

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### **3. RESOLUTION 3 – RE-ELECTION OF MR STEPHEN BROCKHURST**

Clause 11.12 of the Constitution provides that any Director appointed under clause 11.11 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Stephen Brockhurst seeks re-election as a Director in accordance with clause 11.12 of the Constitution. Details regarding Mr Brockhurst are set out in the 2008 Annual Report.

The Directors recommend the re-election of Mr Stephen Brockhurst.

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## EXPLANATORY STATEMENT

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### 4. RESOLUTION 4 – RE-ELECTION OF MR TERRY GARDINER

Clause 11.12 of the Constitution provides that any Director appointed under clause 11.11 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Terry Gardiner seeks re-election as a Director in accordance with clause 11.12 of the Constitution. Details regarding Mr Gardiner are set out in the 2008 Annual Report.

The Directors recommend the re-election of Mr Terry Gardiner.

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### 5. 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 the Corporations Act, the auditor so appointed holds office only until the first Annual General Meeting of the Company.

The Directors have considered this matter and now recommend that RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys be appointed as auditor of the Company and that Shareholders consider this resolution at the Company's first Annual General Meeting. The Company acknowledges that RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys has consented in writing to being appointed as the Company's auditor.

In accordance with the Corporations Act, Ms Elizabeth Hanrahan, a Shareholder, has nominated RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentley to be appointed auditor of the Company. A copy of that nomination is attached to the Notice of Annual General Meeting (Annexure A).

The Board of the Company unanimously recommends that shareholders vote to change auditors.

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## GLOSSARY

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**2008 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 2008, which can be downloaded from the Company's website at [www.red-emperor.com](http://www.red-emperor.com).

**Annual General Meeting** means the annual general meeting of the Company to be held on Thursday 20 November 2008.

**ASX** means ASX Limited (ASX 008 624 691).

**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 **Red Emperor** means Red Emperor Resources NL (ABN 99 124 734 961).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Notice** means the Notice of Meeting attached to this Explanatory Statement.

**Remuneration Report** means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2008 Annual Report.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time.

# **ANNEXURE “A”**

## **Auditor Nomination**

13 October 2008

The Directors  
Red Emperor Resources NL  
Suite 32, Level 3  
22 Railway Road  
SUBIACO WA 6008

Dear Sirs

### **NOMINATION OF AUDITOR**

In accordance with the provisions of section 328B of the Corporations Act, I, Elizabeth Hanrahan, being a member of Red Emperor Resources NL, hereby nominate hereby nominate RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentley for appointment as auditor of Red Emperor Resources NL.

Yours faithfully



Elizabeth Hanrahan





**RED EMPEROR RESOURCES NL**  
**ABN 99 124 734 961**

**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 (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed and either:
  - (a) send the proxy form by post to Red Emperor Resources NL, PO Box 1905, Subiaco WA 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 8.45am WST on Tuesday, 18 November 2008.

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