

# **DYNASTY METALS AUSTRALIA LIMITED**

**ACN 110 385 709**

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**NOTICE OF ANNUAL GENERAL MEETING  
PROXY FORM  
EXPLANATORY MEMORANDUM**

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**Date of Meeting**  
19 November 2007

**Time of Meeting**  
8.30AM

**Place of Meeting**  
Celtic Club  
48 Ord Street,  
West Perth, Western Australia

**DYNASTY METALS AUSTRALIA LIMITED  
ACN 110 385 709**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF DYNASTY METALS AUSTRALIA LIMITED ACN 110 385 709 (“Dynasty/the Company”) WILL BE HELD AT CELTIC CLUB, 48 ORD STREET, WEST PERTH, WESTERN AUSTRALIA ON 19 NOVEMBER 2007, AT 8.30 AM (WST).**

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**AGENDA**

**BUSINESS**

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

**ORDINARY BUSINESS**

To receive and consider the annual financial report of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2007.

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

**1. Resolution 1 - Adoption of Remuneration Report**

“That the remuneration report forming part of the Company’s 2007 Annual Report, which accompanied the notice convening this meeting, be adopted.”

**2. Resolution 2 - Re-election of Mr Graham Anderson as a Director**

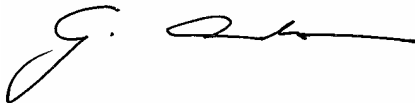
“That, Mr Graham Anderson, being a Director of the Company, retires by rotation in accordance with clause 13.2 of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company.”

**3. Resolution 3 - Re-election of Mr Andrew Stocks as a Director**

“That, Mr Andrews Stocks, being a Director of the Company, who retires in accordance with clause 13.5 of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company.”

BY ORDER OF THE BOARD

Dated 16 October 2007



**Graham D Anderson  
Company Secretary**

## **PROXY**

A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of the member. The proxy need not be a member of Dynasty. Proxy Forms must be lodged at the principal office of Dynasty at Ground Floor, 46 Ord Street, West Perth, Western Australia 6005, or the proxy may be sent by facsimile to the Company on facsimile number (08) 9481 8664 not later than 48 hours before the time of the meeting.

For the determination of voting entitlements, the Directors have determined that the numbers of shares registered in the names of each member 48 hours prior to the time of the meeting will be taken, for the purposes of the meeting, to be held by the person who held them at that time.

A Proxy Form accompanies this Notice of Meeting.

## **NOTES TO THE PROXY FORM**

Pursuant to the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares 48 hours prior to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notarially certified copy thereof) must be deposited at the Registered Office of the Company at Ground Floor, 46 Ord Street, West Perth, WA 6005 at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the Corporations Act 2001) by a corporation which is a member of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. The facsimile number to which a Proxy Form may be sent is (08) 9481 8664.

The proxy may, but need not be, a member of the Company.

## **Corporate Representation**

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or otherwise in accordance with the Corporations Act 2001 or under power of attorney which must be produced with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.

**DYNASTY METALS AUSTRALIA LIMITED**  
**ACN 110 385 709**

**EXPLANATORY STATEMENT**

This Explanatory Statement is for the information of members of Dynasty Metals Australia Limited (Dynasty) in connection with Resolutions to be considered at the Annual General Meeting of Dynasty to be held at Celtic Club, 48 Ord Street, West Perth, Western Australia, on 19 November 2007 at 8.30am (WST). If members are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

**Ordinary Business**

**Annual Financial Report**

The Annual Report 2007 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2007) has been sent to all members and will be tabled at the meeting. There is no formal resolution to accept the financial statements and reports, but provision will be made for members to question the Directors and the Auditor should they wish to do so.

**Resolution 1 – Adoption of Remuneration Report**

Section 250R of the Corporations Act requires a listed company to put to its members at each Annual General Meeting a resolution adopting the report on the remuneration of the Company's Directors, Executives and Senior Managers included in the Company's annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory only and does not bind the Company's Directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

**Resolution 2 – To Re-elect Mr Graham Anderson as a Director**

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each Annual General Meeting of the Company.

Mr Anderson therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

The Board of Directors, with Mr Anderson abstaining, recommends that members vote to approve this Resolution.

**Resolution 3 – To Re-elect Mr Andrew Stocks as a Director**

The Constitution of the Company requires that any Director appointed since the last Annual General Meeting must retire at the next Annual General Meeting of the Company.

Mr Stocks therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the Meeting.

The Board of Directors, with Mr Stocks abstaining, recommends that members vote to approve this Resolution.

**DYNASTY METALS AUSTRALIA LIMITED  
ACN 110 385 709**

Ground Floor, 46 Ord Street, West Perth, WA, 6005

**PROXY FORM**

**Shareholder Details**

Name: .....  
Address: .....  
Contact Telephone No: .....  
Contact Email Address: .....  
Contact Name (if different from above): .....

**Appointment of Proxy**

I/We being a shareholder/s of Dynasty Metals Australia Limited and entitled to attend and vote hereby appoint

The Chairman  
of the meeting

**OR**

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

(mark with an 'X')

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Dynasty Metals Australia Limited to be held at The Celtic Club, 48 Ord Street, West Perth, WA, 6005 on 19 November 2007 at 8:30am WST and at any adjournment of that meeting.

**Voting directions to your proxy – please mark  to indicate your directions**

**Special Business**

Resolution 1 Adoption of Remuneration Report  
Resolution 2 Re-election of Graham Anderson  
Resolution 3 Re-election of Andrew Stocks

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>

**OR** If you do NOT wish to direct your Proxy how to vote

\*If you mark the Abstain box for a particular Resolution, 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.

\*Appointment of a second proxy (see instructions attached).

\*If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

**PLEASE SIGN HERE This section must be signed in accordance with the instructions attached to enable your directions to be implemented**

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary