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**VECTOR RESOURCES LIMITED**

ABN 99 107 541 453



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**NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of the Company will be held at 11:00AM on 30 November 2009 (WST) at The Windsor Hotel, 112 Mill Point Rd, South Perth, Western Australia 6151.

This notice should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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# VECTOR RESOURCES LIMITED

ABN 99 107 541 453

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at The Windsor Hotel, 112 Mill Point Rd, South Perth, Western Australia 6151, at 11:00AM (WST) Monday, 30 November 2009 ("Meeting").

The Proxy Form forms part of this Notice of Annual General Meeting ("Notice").

The Directors have determined pursuant to regulation 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 11:00AM on 26 November 2009 (WST).

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## AGENDA

### Financial Report

To receive the financial report of the Company and its controlled entities for the year ended 30 June 2009 together with the Directors' report in relation to that financial year and auditor's report on the financial report.

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#### 1. Resolution 1 – Remuneration Report

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

*"That the Remuneration Report for the year ended 30 June 2009 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

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#### 2. Resolution 2 – To re-elect Mr Gary Castledine as a Director

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

*"That Mr Gary Castledine, a director appointed in accordance with clause 6.3 (j) of the Constitution of the Company is re-elected a Director of the Company."*

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#### 3. Resolution 3 – To re-elect Mr Robert Hyndes as a Director

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

*"That Mr Robert Hyndes, a director appointed in accordance with clause 6.3 (j) of the Constitution of the Company is re-elected a Director of the Company."*

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#### 4. Resolution 4 – To re-elect Mr Geoff Gander as a Director

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

*"That Mr Geoff Gander, a director appointed in accordance with clause 6.3 (j) of the Constitution of the Company is re-elected a Director of the Company."*

**5. Resolution 5 – To re-elect Mr Anthony Short as a Director**

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

*“That Mr Anthony Short, being a Director of the Company who retires by rotation pursuant to Article 6.3(b) of the Company’s Constitution, being eligible is re-elected a Director of the Company.”*

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**6. Resolution 6 – To re-elect Mr Gordon Sklenka as a Director**

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

*“That Mr Gordon Sklenka, being a Director of the Company who retires by rotation pursuant to Article 6.3(b) of the Company’s Constitution, being eligible is re-elected a Director of the Company.”*

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**7. Resolution 7 – Appointment of auditors**

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

*“That, subject to ASIC granting its consent to the resignation of the Company’s current auditor, Grant Thornton (WA) Partnership, for the purposes of section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the Directors be authorised to set its remuneration.”*

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By order of the Board

**Robert Hyndes**  
Company Secretary

15 October 2009

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# VECTOR RESOURCES LIMITED

ABN 99 107 541 453

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at The Windsor Hotel, 112 Mill Point Rd, South Perth, Western Australia 6151 at 10:00AM (WST).

The purpose of this Explanatory Memorandum is to provide information the Board of Directors believes is material to Shareholders in relation to the resolutions set out in the Notice of Annual General Meeting. The Explanatory Memorandum explains the resolutions and identifies the Directors' decisions for putting them to Shareholders.

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### 2. Resolution 1 – Directors' Remuneration

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report for the year ended 30 June 2009 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Director, specified executives and non-executive Directors.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders.

Accordingly, Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report, however the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

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### 3. Resolution 2 – Re-election of Mr Gary Castledine

During the year, Mr Gary Castledine was appointed a Director of the Company. In accordance with clause 6.3(j) of the Company's Constitution, a Director appointed by the board hold office until the next annual general meeting of share holders and being eligible after himself for re-election the details concerning Mr Castledine are:

Mr Castledine has over 12 years experience in stockbroking and capital markets. He is a founding Director and head of corporate with Indian Ocean Capital in Perth, Western Australia, a specialist boutique securities dealer and corporate advisory firm.

His wealth of experience has enabled him to gather an extensive suite of clients in a corporate advisory role which has seen him involved in many capital raisings and IPO's across a spectrum of industries. He is currently a Practitioner Member of the Securities and Derivatives Industry Association (SDIA).

The Board unanimously supports the re-election of Mr Gary Castledine.

#### **4. Resolution 3 – Re-election of Mr Robert Hyndes**

During the year, Mr Robert Hyndes was appointed a Director of the Company. In accordance with clause 6.3 (j) of the Company's Constitution, a Director appointed by the board hold office until the next annual general meeting of share holders and being eligible after himself for re-election the details concerning Mr Hyndes are:

Mr Hyndes has a corporate finance and management consulting background with experience in Australia, the UK, the US and Asia. He has provided strategy and consulting services across a range of industries including technology, resources and professional services.

Mr Hyndes graduated from Curtin University of Technology in Western Australia with a Bachelor of Commerce with a double major in Economics and Marketing.

The Board unanimously supports the re-election of Mr Robert Hyndes.

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#### **5. Resolution 4 – Re-election of Mr Geoff Gander**

During the year, Mr Geoff Gander was appointed a Director of the Company. In accordance with clause 6.3 (j) of the Company's Constitution, a Director appointed by the board hold office until the next annual general meeting of share holders and being eligible after himself for re-election the details concerning Mr Gander are:

Mr Gander works as an industry consultant to a range of private and public companies and has extensive experience in corporate restructuring and the identification of assets for public companies. Mr Gander holds a Bachelor of Commerce degree from the University of Western Australia.

The Board unanimously supports the re-election of Mr Geoff Gander.

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#### **6. Resolution 5 – Re-election of Mr Anthony Short**

Mr Anthony Short last retired by rotation on 28 November 2006 and as such is up for re-election in accordance with clause 6.3(b) of the Company's constitution.

Mr Short has over 16 years experience in the administration and management of public companies. He has extensive experience at board level in the management and formation of public companies in the areas of gold mining, drilling and oil and gas in the USA.

Mr. Short has held the positions of Chairman, Management Director and CFO in a number of listed companies and has also acted as corporate advisor on a number of public company listings and transactions.

The Board unanimously supports the re-election of Mr Anthony Short.

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#### **7. Resolution 6 – Re-election of Mr Gordon Sklenka**

Mr Gordon Sklenka last retired by rotation on 28 November 2006 and as such is up for re-election in accordance with clause 6.3(b) of the Company's constitution.

Mr Sklenka has over 15 years experience in corporate finance in the areas of capital raisings, IPOs, acquisitions and project finance in the resource and technology sectors. Mr Sklenka has worked with a number of public listed companies in both Australia and Canada and developed extensive experience in company formation, capital raising and project acquisition.

The Board unanimously supports the re-election of Mr Gordon Sklenka.

## **8. Resolution 7 – Change in auditors**

Grant Thornton has recently combined from a state based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various state based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The Board has considered and agreed to this change and to present this resolution to shareholders of the Company for formal vote. To give effect to the change the current Grant Thornton audit entity has requested ASIC consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton (WA) Partnership, and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting as Attachment 2. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

Subject to approval by shareholders, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2010 financial year. Grant Thornton (WA) Partnership remained responsible for the audit for the 2009 financial year.

The Board recommend that shareholders vote in favour of these resolutions.

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## **9. Action to be taken by Shareholders**

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "Proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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## SCHEDULE 1 – DEFINITIONS

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In this Explanatory Memorandum and Notice:

“**Annual General Meeting**” means the meeting convened by the Notice of Meeting

“**ASIC**” means the Australian Securities and Investment Commission.

“**ASX**” mean ASX Limited

**ASX Listing Rules** means the Listing Rules of the ASX

“**Board**” means the current board of directors of the Company

“**Company**” or “**Vector**” means Vector Resources Limited ACN 107 541 453.

“**Company Group**” means the Company and its Associated Bodies Corporate.

“**Constitution**” means the Company’s constitution

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

“**Directors**” means the Directors of the Company.

“**Explanatory Statement**” means the explanatory statement accompanying the Notice of Meeting

**Notice of Meeting or Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

“**Share**” means a fully paid ordinary share in the capital of the Company.

“**Shareholder**” means a holder of a Share

“**WST**” means Western Standard Time as observed in Perth, Western Australia

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**SCHEDULE 2 – SHAREHOLDER NOMINATION OF AUDITORS**

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**PERIZIA INVESTMENTS PTY LTD**

ACN 118 254 738

PO BOX 75  
BULLSBROOK WA 6084

12 October 2009

The Board of Directors  
Vector Resources Ltd  
PO Box 1282 West Perth  
Western Australia 6872***APPOINTMENT OF AUDITORS***

Following the resignation of Grant Thornton (WA) Partnership, subject to ASIC consent, I wish to nominate Grant Thornton Audit Pty Ltd as auditor of Vector Resources Ltd at the forthcoming Annual General Meeting.

I request that a copy of this nomination is sent to all person entitled to receive notice of the Annual General Meeting and Grant Thornton Audit Pty Ltd.

Yours faithfully,

A handwritten signature in black ink, appearing to read "G. Castledine".

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Mr. Gary Castledine  
Perizia Investments Pty Ltd

# VECTOR RESOURCES LIMITED

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## PROXY FORM

I / We (print name): .....

Of: .....

A member(s) of Vector Resources Limited hereby appoint:

.....

Of: .....

Or failing him/ her, the Chairman of the meeting, as my/our proxy at the Annual General Meeting of the Company to be held commencing at **11:00am (WST) on Monday, 30 November 2009**, and at any adjournment thereof and to vote for me/us on my/our behalf in respect of:

.....Shares / % of Shares (please indicate relevant reference) in the manner set out below:

**In relation to any undirected proxies the Chairman intends to vote in favour of the Resolutions. If you do *not* wish to instruct your proxy how to vote, please place a cross in the box:**

*By marking this box you acknowledge that the Chairman may exercise your proxy even if he has a interest in the outcome of the Resolution and votes cast by him 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 Chairman will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.*

		For	Against	Abstain
<b>Resolution 1</b>	Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	Re-election of Mr. Gary Castledine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	Re-election of Mr. Robert Hyndes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	Re-election of Mr. Geoff Gander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	Re-election of Mr. Anthony Short	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b>	Re-election of Mr. Gordon Sklenka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b>	Appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this: ..... day of ..... 2009.

### PLEASE SIGN HERE:

**Individual or Security holder 1**

**Individual / Sole Director and Sole Company Secretary**

**Security holder 2**

**Director**

**Security holder 3**

**Director / Company Secretary**

Please provide Proxy Form to: **Advanced Share Registry Services, 150 Stirling Highway, Nedlands WA, 6009**, or facsimile **08 9389 7871** if faxed from within Australia (or **+61 8 9389 7871** if faxed from outside Australia).

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## PROXY NOTES

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A Shareholder entitled to attend and vote at the Meeting may appoint a person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a corporation to attend and vote for the Shareholder at that meeting, the representative of the corporation to attend the meeting must produce the appropriate Certificate of Appointment of Representation prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

**Joint Holding:** Where the holding is in more than one name all of the holders must sign.

**Power of Attorney:** If signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

**Companies:** A Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the Power of Attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be authentic copy of the Proxy Form (and the Power of Attorney or other authority) must be deposited at or received by facsimile transmission at **Advanced Share Registry Services, 150 Stirling Highway, Nedlands WA, 6009**, (or facsimile **08 9389 7871** if faxed from within Australia or **+61 8 9389 7871** if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).