

# AIM RESOURCES



ABN 63 009 193 980

## **ANNUAL GENERAL MEETING**

**Wednesday, 28 November 2007 at 10.30am (EDST)**

Dear Shareholder,

On behalf of the Board of AIM Resources Limited, it gives me great pleasure to invite you to the Annual General Meeting of shareholders.

The Annual General Meeting is to be held in the Beaumont Room, Sheraton On The Park Hotel, 161 Elizabeth Street, Sydney NSW 2000 at 10.30am (EDST) on Wednesday, 28 November 2007.

Please find enclosed the following documents in relation to the Annual General Meeting:

- a) Notice of Annual General Meeting together with Explanatory Memorandum;
- b) Proxy Form for the Annual General Meeting together with instructions;
- c) The Company's Annual Report for the year ended 30 June 2007.

If you are not able to attend the Annual General Meeting in person, you are urged to complete and lodge the enclosed Appointment of Proxy as soon as possible and, in any event, by no later than 10.30am (EDST) on 26 November 2007. Instructions on how to vote by proxy are set out on the Proxy Form.

Your Directors hope that you will be able to attend the Annual General Meeting and commend the resolutions for your support.

Yours sincerely,

**Marc Flory**  
**Managing Director**



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Company will be held on 28 November 2007, commencing at 10.30am (EDST) in the Beaumont Room, Sheraton On The Park Hotel, 161 Elizabeth Street, Sydney.

The attached Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting.

### **Ordinary Business**

#### **Item 1 – Financial Report**

To receive and consider the financial report of the Company and its controlled entities for the year ended 30 June 2007 and the reports of the Directors and Auditor thereon.

#### **Item 2 – Adoption of Remuneration Report**

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

“That for all the purposes of Section 250R(2) of the Corporations Act 2001, the Company adopts the Remuneration Report contained in the Directors’ Report that was provided to shareholders as part of the 2007 Annual Report”.

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

#### **Item 3 – Re-election of Director - Mr Victor Bradley**

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

“In accordance with the Company’s Constitution, Mr Victor Bradley, having been appointed a Director since the last annual general meeting and, being eligible, is hereby re-elected as a Director”.

#### **Item 4 – Re-election of Director – Mr William Cash**

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

“In accordance with the Company’s Constitution, Mr William Cash, having been appointed a Director since the last annual general meeting and, being eligible, is hereby re-elected as a Director”.

### **Further Business**

To transact any further business that may legally be brought forward.

An Explanatory Memorandum to shareholders follows this Notice of Annual General Meeting.

By Order of the Board

**C. E Brown**

Company Secretary

26 October 2007

## PROXIES

Please note that:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
3. Appointment of a proxy by a member who is a corporation must be given in accordance with the Corporations Act 2001 or signed on its behalf by an authorised attorney.
4. If this proxy is executed under a Power of Attorney, the instrument appointing the attorney must accompany the form of proxy.
5. Any instrument of proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Annual General Meeting.
6. A proxy need not be a member of the Company.
7. To be effective the proxy form must be received by the Company not less than forty-eight (48) hours before the time for holding the meeting.

Details of how and where to lodge the proxy are set out on the proxy form.

8. In accordance with the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlements of that person set out in the register of shareholders at 7.00 pm (EDST) on 26 November 2007. Accordingly, transactions registered after that time will be disregarded in determining a shareholders entitlement to attend and vote at the Annual General Meeting.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in connection with the business to be transacted at the Annual General Meeting of shareholders of the Company to be held in the Beaumont Room, Sheraton On The Park Hotel, 161 Elizabeth Street, Sydney, on 28 November 2007 at 10.30am (EDST).

The purpose of the Explanatory Memorandum is to provide shareholders with all information known to the Company which is material to the business to be considered at the meeting and to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

All of the Directors recommend shareholders read the accompanying Notice of Annual General Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### **Item 1 – Financial Report**

In accordance with Section 317 of the Corporations Act 2001, the Financial Report, Directors' Report and Independent Audit Report of the Company will be laid before the meeting for consideration. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about the reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Independent Audit Report, the Company's accounting policies and the independence of the auditor.

### **Item 2 – Adoption of Remuneration Report**

In accordance with Section 250R(2) of the Corporations Act 2001, the Company must put to the vote a resolution that the Remuneration Report contained within the Company's Annual Report be adopted.

However, in accordance with section 250R(3) of the Act, shareholders should note that this resolution is an "advisory only" resolution and does not bind the Directors or the Company. The Directors will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### **Item 3 – Re-election of Director - Mr Victor Bradley**

Clause 66 of the Company's Constitution provides that, the Directors shall have the power to appoint an eligible person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall only hold office until the next annual general meeting and shall then be eligible for re-election.

Mr Bradley, having been appointed a Director since the last annual general meeting and, being eligible, seeks re-election in accordance with Clause 66 of the Constitution.

Details regarding Mr Bradley are set out in the Company's 2007 Annual Report.

### **Item 4 – Re-election of Director – Mr William Cash**

Clause 66 of the Company's Constitution provides that, the Directors shall have the power to appoint an eligible person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall only hold office until the next annual general meeting and shall then be eligible for re-election.

Mr Cash, having been appointed a Director since the last annual general meeting and, being eligible, seeks re-election in accordance with Clause 66 of the Constitution.

Details regarding Mr Cash are set out in the Company's 2007 Annual Report.



**All correspondence to:**

Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia  
 Enquiries (within Australia) 1300 855 080  
 (outside Australia) 61 3 9415 4000  
 Facsimile 61 3 9473 2118  
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



Securityholder Reference Number (SRN)

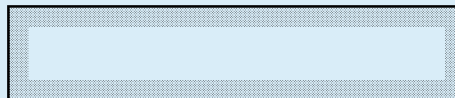
**Appointment of Proxy**

I/We being a member/s of AIM Resources Ltd and entitled to attend and vote hereby appoint



the Chairman  
 of the Meeting  
 (mark with an 'X')

**OR**



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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 Annual General Meeting of AIM Resources Ltd to be held at Beaumont Room, Sheraton on the Park Hotel, 161 Elizabeth Street, Sydney NSW on 28 November 2007 at 10.30am and at any adjournment of that meeting.

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

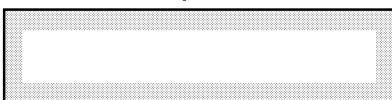
		For	Against	Abstain*
2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director - Mr Victor Bradley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Director - Mr William Cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

\* 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.

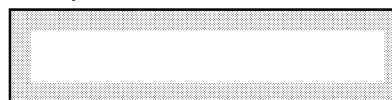
**PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



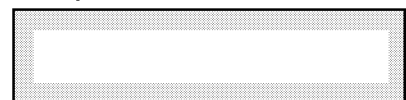
Sole Director and  
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

\_\_\_\_\_ / / \_\_\_\_\_  
 Contact Name Contact Daytime Telephone Date



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's Share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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 a given item, 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.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two 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 Share registry or you may copy this form.

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 in the same envelope.

## 5 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, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document 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.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Share registry or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.30am on 28 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged:

IN PERSON Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia  
BY MAIL Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia  
BY FAX 61 3 9473 2118