

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY MEMORANDUM



BLACKTHORN
RESOURCES

ABN 63 009 193 980

Date of Meeting

Thursday, 25 November 2010

Time of Meeting

11:00am AEDT

Place of Meeting

Computershare Investor Services Pty Ltd
Level 4, 60 Carrington St
Sydney, NSW 2000

A PROXY FORM IS ENCLOSED

Please read the Notice of Meeting and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed Proxy Form in accordance with the specified instructions.

CHAIRMAN'S LETTER

Dear Shareholders,

On behalf of the Board of Blackthorn Resources Limited, it gives me great pleasure to invite you to the 2010 Annual General Meeting of shareholders.

The Annual General Meeting is to be held at the offices of Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, Sydney NSW 2000 on Thursday, 25 November 2010, commencing at 11:00am (AEDT).

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.

A copy of the Company's 2010 Annual Report is enclosed for those shareholders who have elected to receive a copy. A copy of the Annual Report is also available on the Company's website www.blackthornresources.com.au.

If you are not able to attend the Annual General Meeting in person, you are urged to complete and lodge the enclosed Proxy Form as soon as possible and, in any event, by no later than 11:00am (AEDT) on 23 November 2010. Instructions on how to vote by proxy are set out on the Proxy Form.

Your Directors hope that you will find the time to attend the meeting and commend the resolutions for your support.

Yours sincerely,



Bill Cash
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting (AGM) of the Company will be held on Thursday, 25 November 2010, commencing at 11:00am (AEDT) at the offices of Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, Sydney NSW 2000.

The attached Explanatory Memorandum should be read in conjunction with this Notice of Meeting.

ORDINARY BUSINESS

ITEM 1 – FINANCIAL REPORT

To receive and consider the consolidated financial report of the Company, together with the reports of the Directors and Auditor, for the year ended 30 June 2010.

ITEM 2 – ADOPTION OF REMUNERATION REPORT

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

“That for 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 2010 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: MS NICOLE BOWMAN

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

“That Ms Nicole Bowman, who retires from office in accordance with clause 46 of the Company’s Constitution, be re-elected as a Director of the Company.”

EXPLANATORY MEMORANDUM

An Explanatory Memorandum to shareholders follows this Notice of Meeting.

By Order of the Board



Chris Brown
Company Secretary
Sydney, 25 October 2010

Entitlement to Vote

Pursuant to the Corporations Regulations 2001, the Company has determined that for the purpose of the Annual General Meeting, shares will be taken to be held by persons who are registered holders at 7:00pm (AEDT) on Tuesday, 23 November 2010. Accordingly, share transfers registered after that time will be disregarded in determining a shareholder's entitlement to attend and vote at the meeting.

How to Vote

You may vote by attending the meeting in person, by proxy or by authorised representative.

Voting in Person

To vote in person, please attend the meeting on the date and at the place set out above. The meeting will commence at 11:00am (AEDT) on Thursday, 25 November 2010.

Voting by Proxy

You are encouraged to attend the meeting, but if you cannot attend, you are requested to complete and return the Proxy Form without delay to:

<p>Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria, 3001, Australia</p>	<p>Facsimile: (within Australia) 1800 783 447 Facsimile: (outside Australia) +61 3 9473 2555</p>
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Please note that:

1. A shareholder entitled to attend and vote at the 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 shareholder's voting rights.
3. Appointment of a proxy by a shareholder who is a corporation should 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 Meeting.
6. A proxy need not be a shareholder of the Company.
7. To be effective the proxy form must be received by the Company not less than 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.

Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of all of the resolutions. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

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 at the offices of Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, Sydney on Thursday, 25 November 2010, commencing at 11:00am (AEDT).

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 Meeting.

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.

ITEM 1 – FINANCIAL REPORT

The Company's 2010 Annual Report has been made available to shareholders and is published on the Company's website www.blackthornresources.com.au.

In accordance with section 317 of the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report of the Company must be laid before the meeting for consideration. There is no requirement for shareholders to approve these 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 Auditor's Report, the Company's accounting policies and the independence of the auditor. In accordance with section 250PA of the Act, shareholders may submit, to the Company's registered office, written questions to the auditor with regard to the content of the Auditor's Report or the conduct of the audit of the annual financial report. Such questions will be passed on to the auditor for consideration and included in a question list which will be available at the start of the AGM.

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 Directors' Report in the Company's 2010 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.

In considering the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

ITEM 3 – RE-ELECTION OF DIRECTOR: MS NICOLE BOWMAN

Clause 46 of the Company's Constitution provides that one third of the Directors shall retire from office at each Annual General Meeting and will be eligible for re-election. No Director (subject to the Clause 63 exception for a Managing Director) shall hold office for more than three years without submitting themselves for re-election.

Ms Bowman has been an Independent Non-executive Director since October 2008 and, being eligible, seeks re-election in accordance with Clause 46 of the Company's Constitution.

Details regarding Ms Bowman's skills and experience are set out in the Company's 2010 Annual Report.

The Directors (other than Ms Bowman) recommend the re-election of Ms Nicole Bowman.