

12 August 2008

Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/madam,

**NOTICE OF MEETING**

Please find attached Company's announcements for market release.

Yours faithfully,



Marcelo Mora  
Company Secretary.

**Augur Resources Limited**

ACN 106 879 690

**NOTICE OF GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**A PROXY FORM IS ENCLOSED**

**THIS DOCUMENT IS IMPORTANT**

If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your stockbroker, solicitor, accountant or other professional advisor immediately.

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

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# Augur Resources Limited

ACN 106 879 690

## Notice of general meeting

Notice is given that a general meeting of the Company will be held at the Company's registered office located at Level 45, Citigroup Tower, 2 Park Street, Sydney, NSW, on Thursday, 18 September 2008 at 10.00am.

### Agenda items

#### 1. Election of directors

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

1. That Mr Seizo Yamamoto be appointed to the office of director of the Company as an addition to the existing directors, in accordance with article 10.5 of the Constitution.
2. That Mr Shinji Yamamoto be appointed to the office of director of the Company as an addition to the existing directors, in accordance with article 10.5 of the Constitution.

### Explanatory memorandum

The explanatory memorandum accompanying and forming part of this notice of meeting provides additional information on matters to be considered at the general meeting. The explanatory memorandum and the proxy form are part of this notice of meeting.

### Entitlement to vote

For the purposes of determining voting entitlements at the general meeting, shares will be taken to be held by the persons who are the registered holders as at 11pm on 16 September 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

### Proxies

1. A member entitled to attend and vote at the general meeting convened by this notice of meeting has a right to appoint a proxy to attend and vote instead of the member. The appointment of proxy may specify the proportion of number of votes that the proxy may exercise. Fractions of votes will be disregarded.
2. A proxy need not be a member and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) ("*Act*"); and
  - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

3. A member that is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Fractions of votes will be disregarded.
4. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.

5. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
6. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
7. To vote by proxy, please complete and sign the proxy form enclosed and return it to:

Computershare Investor Services Pty Ltd

GPO BOX 242

Melbourne Victoria 3001, Australia

OR

by facsimile: (03)9473 2118

(International: +61 3 9473 2118)

**by no later than 10am on 16 September 2008.**

**By Order of the Board**

Dated: 6 August 2008

Marcelo Mora  
Company Secretary

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# Augur Resources Limited

ACN 106 879 690

## Explanatory memorandum

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the general meeting to be held at the Company's registered office located at Level 45, Citigroup Tower, 2 Park Street, Sydney, NSW, on Thursday, 18 September 2008 at 10.00am.

### Board recommendation

Your Board recommends that you vote **AGAINST** resolution 1 and 2 for the following reasons:

- **It is the Board's understanding that neither Messrs Seizo Yamamoto nor Shinji Yamamoto have the requisite Australian mining or corporate experience and therefore would not add any particular skills which the board requires at this time in order to pursue the Company's strategy which is focused solely in Australia.**
- **The Company already has five directors, and the addition of two further directors would add unnecessary costs that cannot be justified given the Company's current size and scope of operations.**

A further detailed explanation of these reasons is set out below.

### 1 Reason for convening meeting

This general meeting has been convened by the directors following receipt of a request from Ichiya Co., Ltd ("**Ichiya**") on 18 July 2008 to call a general meeting of members to consider the appointment of Messrs Seizo and Shinji Yamamoto as directors of the Company.

The request was made by Ichiya under section 249D of the *Corporations Act* 2001 ("**Act**"), which requires the directors of a company to convene a meeting on request of a shareholder having at least 5% of the votes that may be cast at a general meeting. At the date of receipt of the request, Ichiya was the registered holder of greater than 5% of the ordinary voting shares in the Company.

The Board has not received a statement from Ichiya under section 249P of the *Act*.

## **2 Reasons for Board's recommendations**

### **(a) MESSRS YAMAMOTO DOES NOT HAVE THE REQUISITE AUSTRALIAN MINING OR CORPORATE EXPERIENCE**

The Board has not been provided with any information to suggest that either Messrs Seizo or Shinji Yamamoto have any relevant Australian mining or corporate experience.

The Board considers this critical as the Company's current strategy is to focus on its existing Australian exploration activities. As part of this strategy the Company recently announced promising drilling results from its initial exploration drilling program. The Company has no business operations in Japan.

The majority of the Board maintain that, on the information provided to them, the skills which Messrs Yamamoto have to offer are not skills required by the Board at this time.

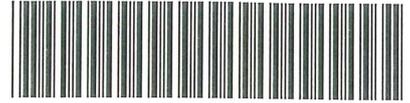
### **(b) SIZE OF BOARD**

The Company is a small Australian exploration company. It already has five directors, which is an appropriate number at the current time. The addition of two further directors would add unnecessary costs that cannot be justified given the Company's current size and scope of operations.

### **(c) CONCLUSION**

Accordingly, for the above reasons, the Board is of the view that the proposed appointment of Messrs Seizo and Shinji Yamamoto as directors of the Company should be resisted and recommend that members vote **AGAINST** resolution 1 and 2.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Augur Resources Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 General Meeting of Augur Resources Limited to be held at Level 45, Citigroup Tower, 2 Park Street Sydney on Thursday, 18/09/2008 at 10.00am and at any adjournment of that meeting.

## STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

- 1 That Mr Seizo Yamamoto be appointed to the office of director of the Company as an addition to the existing directors, in accordance with article 10.5 of the Constitution.
- 2 That Mr Shinji Yamamoto be appointed to the office of director of the Company as an addition to the existing directors, in accordance with article 10.5 of the Constitution.

	For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /

AUK

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Computershare +

# Augur Resources Ltd

ABN 79 106 879 690

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
+61 3 9473 2118

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 10.00am (AEST) Tuesday 16 September 2008

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

[www.investorcentre.com](http://www.investorcentre.com)



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN:



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.