
ALCHEMY RESOURCES LIMITED

ACN 124 444 122

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am (WST)
DATE: 23 November 2012
PLACE: The Celtic Club
48 Ord Street
West Perth, Western Australia 6005

**Your Annual Report is available online at:
www.alchemyresources.com.au**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9481 4400.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Alchemy Resources Limited to which this Notice of Meeting relates will be held at 10.00am (WST) on Friday, 23 November 2012 at The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

HOW TO VOTE

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile not later than 10.00am (WST) on Wednesday, 21 November 2012.

VOTING IN PERSON

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's share registry at www.securitytransfer.com.au.

VOTING BY PROXY

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy votes, they must cast all directed proxies as directed.
- If a proxy does not vote on a Resolution which has been directed by the Shareholder, the proxy for that Resolution will automatically default to the Chair, who will vote the proxy as directed.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

However, where a member of the Key Management Personnel or a Closely Related Party of such a member is appointed as a proxy, the proxy may only vote on Resolutions 1 and 6 if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy.

- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Adoption of the Remuneration Report) and if required Resolution 6 (Spill Resolution).
- Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- If a proxy has 2 or more appointments that specify different ways to vote on a Resolution then the proxy must not vote on a show of hands.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
- If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed

in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions.

LODGEMENT OF PROXY FORMS

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Security Transfer Registrars Pty Ltd, PO Box 535, Applecross, Western Australia 6953;
- (b) post to Security Transfer Registrars Pty Ltd, Alexandra House, Suite1, 770 Canning Highway, Applecross, Western Australia 6153; or
- (c) facsimile to Security Transfer Registrars Pty Ltd on facsimile number (08) 9315 2233 (International: +61 8 9315 2233),

so that it is received not later than 10.00am (WST) on Wednesday, 21 November 2012.

Proxy forms received after this time will be invalid.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 21 November 2012.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Alchemy Resources Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 at 10.00am (WST) on Friday, 23 November 2012.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2012 be adopted."

The Remuneration Report is contained in the Directors' Report in the Company's Annual Report for the year ended 30 June 2012.

Note: Whilst the Corporations Act requires the Remuneration Report to be put to the vote, the vote on this Resolution is advisory only and does not bind the Directors of the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

Voting Prohibition Statement: The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - OSCAR AAMODT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, Oscar Aamodt, who ceases to hold office in accordance with clause 11.12 of the Company's Constitution and, being eligible, offers himself for election, be re-elected a Director of the Company."

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR - LINDSAY DUDFIELD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, Lindsay Dudfield, who ceases to hold office in accordance with clause 11.12 of the Company's Constitution and, being eligible, offers himself for election, be re-elected a Director of the Company."

5. RESOLUTION 4 - RE-ELECTION OF DIRECTOR - ANTHONY HO

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, Anthony Ho, who ceases to hold office in accordance with clause 11.12 of the Company's Constitution and, being eligible, offers himself for election, be re-elected a Director of the Company."

6. RESOLUTION 5 - RE-ELECTION OF DIRECTOR - SOFIA BIANCHI

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, Sofia Bianchi, who ceases to hold office in accordance with clause 11.12 of the Company's Constitution and, being eligible, offers herself for election, be re-elected a Director of the Company."

7. RESOLUTION 6 - SPILL RESOLUTION

If the outcome of Resolution 1 in this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company is required to put the following resolution to the Meeting.

"That:

*(a) a general meeting (**Spill Meeting**) of the Company's Shareholders be held within 90 days of this Annual General Meeting; and*

(b) all the Company's Directors who were Directors of the Company when Resolution 1 was considered at this Annual General Meeting cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

Voting Prohibition Statement: The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

DATED: 9 OCTOBER 2012

BY ORDER OF THE BOARD



**BERNARD CRAWFORD
COMPANY SECRETARY
ALCHEMY RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Alchemy Resources Limited (“**Alchemy**” or the “**Company**”).

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay its Financial Report, Directors’ Report and Auditor’s Report for the last financial year before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company’s Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company’s 2012 Annual Report is available on the Company’s website at www.alchemyresources.com.au.

2. RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

2.1 Introduction

In accordance with section 250R(2) of the Corporations Act the Company is required to put a resolution at its Annual General Meeting to its Shareholders that the Remuneration Report be adopted.

The Directors’ Report for the year ended 30 June 2012 contains a Remuneration Report which explains the Board’s policies in relation to the nature and level of remuneration paid to Key Management Personnel (including Directors), and sets out remuneration details, service agreements and the details of any share based compensation.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. A reasonable opportunity will be provided for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

At the Company’s 2011 Annual General Meeting more than 25% of the votes cast were against the adoption of the Remuneration Report.

If at least 25% of the votes cast are against the adoption of the Remuneration Report at two consecutive Annual General Meetings, then the Company, as provided under Section 250(V) of the Corporations Act, must put a resolution (the “**Spill Resolution**”) to the second Annual General Meeting providing Shareholders with

the opportunity to vote on whether the Company must hold another general meeting (the “**Spill Meeting**”) to consider the re-appointment of all directors (other than the Managing Director).

In the event that at least 25% of the votes cast are **against** the adoption of the Remuneration Report at the Meeting the Company will be required to put the Spill Resolution (Resolution 6 in this Notice of Meeting) to the Meeting.

2.2 Voting on the Remuneration Report

Pursuant to the Corporations Act, if you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report (other than the Chair) or any Closely Related Party of that member as your proxy to vote on the Remuneration Report, you must direct the proxy how they are to vote. Where you do not direct a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on the Remuneration Report, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution.

The above note on voting does not apply if the voter is the Chair of the meeting and the undirected proxy expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - OSCAR AAMODT

The Company’s Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next Annual General Meeting and is then eligible for re-election.

Mr Oscar Aamodt, appointed to the board on 25 November 2011, retires in accordance with clause 11.12 of the Constitution and being eligible, seeks re-election.

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR - LINDSAY DUDFIELD

The Company’s Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next Annual General Meeting and is then eligible for re-election.

Mr Lindsay Dudfield, appointed to the board on 25 November 2011, retires in accordance with clause 11.12 of the Constitution and being eligible, seeks re-election.

5. **RESOLUTION 4 - RE-ELECTION OF DIRECTOR - ANTHONY HO**

The Company's Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next Annual General Meeting and is then eligible for re-election.

Mr Anthony Ho, appointed to the board on 25 November 2011, retires in accordance with clause 11.12 of the Constitution and being eligible, seeks re-election.

6. **RESOLUTION 5 - RE-ELECTION OF DIRECTOR - SOFIA BIANCHI**

The Company's Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next Annual General Meeting and is then eligible for re-election.

Ms Sofia Bianchi, appointed to the board on 1 March 2012, retires in accordance with clause 11.12 of the Constitution and being eligible, seeks re-election.

7. **RESOLUTION 6 - SPILL RESOLUTION**

As set out above in the Explanatory Statement relating to Resolution 1, in accordance with section 250R(2) of the Corporations Act the Company is required to put a resolution at its Annual General Meeting to its Shareholders that the Remuneration Report be adopted.

In the event that **at least** 25% of the votes cast are **against** the adoption of the Remuneration Report at the Meeting (Resolution 1 in this Notice of Meeting), being a "second strike" the Company will be required to put this Resolution 6 (i.e. the Spill Resolution) to the Meeting. If the Spill Resolution is approved by a simple majority of 50% or more of eligible votes cast, then a Spill Meeting must be held within 90 days of the Meeting where all the Directors of the Company who were in office when the Remuneration Report was passed, will (if desired) need to stand for re-election.

In the event that **less than** 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (Resolution 1 in this Notice of Meeting) the Company will not be required to put this Resolution 6 (i.e. the Spill Resolution) to the Meeting and the Resolution will be withdrawn.

GLOSSARY

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investment Commission.

ASX means Australian Securities Exchange Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Alchemy Resources Limited (ACN 124 444 122).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting means the meeting convened by the Notice of Meeting.

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

Resolution means a resolution as set out in the Notice of Meeting, or any of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company, unless specified to the contrary.

Shareholder means a holder of a Share.

Spill Meeting means a General Meeting called pursuant to Section 250V of the Corporations Act.

Spill Resolution means a Resolution put to the Annual General Meeting pursuant to Section 250V of the Corporations Act.

WST means Western Standard Time as observed in Perth, Western Australia.

