

Auzex Resources Limited

ABN 74 106 444 606

Notice of General Meeting

Contents

Page

Notice of General Meeting

1

Explanatory Memorandum

4

Notice of General Meeting

Notice is given that a general meeting of the members of Auzex Resources Limited ACN 106 444 606 (the **Company**) will be held at 10.00am Brisbane time on Friday 26 March 2010 in the Williams Room, Tattersalls Club, 215 Queen Street Brisbane Queensland.

The business to be considered at the meeting is set out below. This notice of meeting should be read in conjunction with the accompanying Explanatory Memorandum. A Proxy Form also accompanies this Notice of Meeting.

Business of the meeting

Resolution 1 - To ratify the issue of 1,153,349 shares

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, the issue by the Company of 1,153,349 fully paid ordinary shares at an issue price of 15 cents per share on the date and otherwise on the terms and conditions in the Explanatory Memorandum and to the persons named in the Explanatory Memorandum, is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 1 by any person who participated in the placement and their associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 - To ratify the issue of 1,150,000 shares to Laxmi Asset Management Inc.

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, the issue by the Company of 1,150,000 fully paid ordinary shares at an issue price of 20 cents per share on the date and otherwise on the terms and conditions in the Explanatory Memorandum to Laxmi Asset Management Inc., is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 2 by Laxmi Asset Management Inc. and its associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 - To approve the issue of shares to Jervois Mining Limited

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the issue by the Company of such number of fully paid ordinary shares with an issue price each as calculated in accordance with the Explanatory Memorandum, on the terms and conditions in the Explanatory Memorandum to Jervois Mining Limited, is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 3 by Jervois Mining Limited and its associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 - To ratify the issue of 1,500,000 shares to Central China Goldfields Plc

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, the issue by the Company of 1,500,000 fully paid ordinary shares at an issue price of 25 cents per share on the terms and conditions in the Explanatory Memorandum to Central China Goldfields Plc is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 4 by Central China Goldfields Plc and its associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 - To approve the issue of 4,500,000 shares to Central China Goldfields Plc

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, the issue by the Company of 4,500,000 fully paid ordinary shares at an issue price of 25 cents per share on the terms and conditions in the Explanatory Memorandum to Central China Goldfields Plc is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 5 by Central China Goldfields Plc and its associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6 - To approve the issue of shares to Directors in partial payment of past fees

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the issue by the Company of such number of fully paid ordinary shares with an issue price each as calculated in accordance with the Explanatory Memorandum, on the terms and conditions in the Explanatory Memorandum to the Directors, is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 6 by the Directors and their associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7 - To approve the issue of shares to Directors in partial payment of future fees

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the issue by the Company of such number of fully paid ordinary shares with an issue price each as calculated in accordance with the Explanatory Memorandum, on the terms and conditions in the Explanatory Memorandum to the Directors, is approved."

Voting exclusion statement

The Company will disregard any votes cast on resolution 7 by the Directors and their associates. However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board

Paul Frederiks
Company Secretary
25 February 2010

Voting Entitlements

The time for the purposes of determining voting entitlements pursuant to regulation 7.11.37 of the Corporations Regulations will be as it appears in the Share Register at 7.00pm (Sydney time) on Wednesday 24 March 2010. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the General Meeting.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. To be valid, the Proxy Form must be received by the company's share registrar, Computershare Investor Services Pty Limited, by 11.00am (Melbourne time) on Wednesday 24 March 2010. For further details on completing the Proxy Form, please see the instructions on the reverse of the Proxy Form.

The completed form of proxy may be:

- Mailed to the Company's share register, Computershare Investor Services Pty Limited at GPO Box 242, Melbourne Victoria 3001, or
- Mailed or hand delivered to the Company's registered business office at c/ DLA Phillips Fox, Level 28, 1 Eagle Street Brisbane Queensland 4000, or
- Faxed to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Explanatory Memorandum

General

This explanatory memorandum has been prepared for the information of shareholders in connection with the business to be conducted at a meeting of the Company to be held at 10.00am Brisbane time on Friday 26 March 2010 in the Williams Room, Tattersalls Club, 215 Queen Street Brisbane Queensland. It forms part of the notice of meeting and must be read together with that notice.

Shareholders should read this document in full and if they have any questions, obtain professional advice, before making any decision in relation to the resolutions to be put to the meeting.

Regulatory background

Listing Rule 7.1 provides that, in general, a company must not issue or agree to issue securities without shareholder approval if in doing so it would mean that the number of securities issued in the preceding 12 month period would exceed 15% of the number of fully paid ordinary shares on issue at the beginning of the 12 month period. This 15% limit is referred to in this notice of meeting as the Company's '*placement capacity*'.

Ratification of previous issues

Under Listing Rule 7.4 an issue of securities made without specific approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 (and is not included in the placement capacity) if the original issue did not breach Listing Rule 7.1 and is subsequently approved by shareholders. Accordingly, in Resolutions 1, 2 and 4 the Company is seeking shareholder approval to restore its placement capacity by ratifying the issue of shares.

Approval of future issues

If an issue of securities takes place with shareholder approval, those securities are not counted towards the placement capacity. In Resolutions 3 and 5 the Company is seeking shareholder approval for the grant of the shares so that these shares do not count towards the placement capacity.

The Board believes that it is in the best interests of the Company that it maintains its full flexibility under the placement capacity to issue securities in the future, so that the Company may raise capital and take advantage of commercial opportunities as and when they arise.

Approval of issues to Directors

Under Listing Rule 10.11, the Company cannot issue securities to Directors without shareholder approval. Accordingly, shareholder approval is sought for the issue of shares to Directors in resolutions 6 and 7. If an issue of shares takes place with shareholder approval under Listing Rule 10.11, those shares are not counted towards the placement capacity.

The Directors unanimously recommend that shareholders vote in favour of resolutions 1 to 5, and abstain from providing a recommendation on resolutions 6 and 7.

Resolution 1 - To ratify the issue of 1,153,349 shares

On 20 May 2009 the Company completed a share purchase plan under which it issued to shareholders 3.85 million shares at an issue price of 15 cents and raised \$577,000. The Company then invited applications for shares that were not subscribed for by shareholders under the share purchase plan (**Shortfall Shares**). On 1 June 2009 the Company placed 1,153,349 Shortfall Shares to sophisticated and professional investors at an issue price of 15 cents per share.

In accordance with Listing Rule 7.5, the Company provides the following information:

Number of Shares issued:	1,153,349 fully paid ordinary shares.																				
Issue price of Shares	15 cents per share.																				
Name of the allottees:	The allottees were sophisticated or professional investors, as defined in sections 708(8) and 708(11) of the <i>Corporations Act 2001</i> (Cth). Details are as follows:																				
	<table> <tr> <td>500,000</td> <td>Howard Trading Co Pty Ltd</td> </tr> <tr> <td>133,333</td> <td>R & H Heinemann Super Fund</td> </tr> <tr> <td>33,350</td> <td>Reza Family Superannuation Fund</td> </tr> <tr> <td>120,000</td> <td>Durak Investment Corporation Pty Ltd <Super Fund A/C></td> </tr> <tr> <td>100,000</td> <td>Tromso Pty Ltd</td> </tr> <tr> <td>100,000</td> <td>Mr Keiran James Slee</td> </tr> <tr> <td>40,000</td> <td>Robert Napoletano</td> </tr> <tr> <td>40,000</td> <td>Australian Trade Access Pty Ltd</td> </tr> <tr> <td>66,666</td> <td>Michael David Lawton</td> </tr> <tr> <td>20,000</td> <td>Tony White Pty Ltd <Superannuation Fund A/c></td> </tr> </table>	500,000	Howard Trading Co Pty Ltd	133,333	R & H Heinemann Super Fund	33,350	Reza Family Superannuation Fund	120,000	Durak Investment Corporation Pty Ltd <Super Fund A/C>	100,000	Tromso Pty Ltd	100,000	Mr Keiran James Slee	40,000	Robert Napoletano	40,000	Australian Trade Access Pty Ltd	66,666	Michael David Lawton	20,000	Tony White Pty Ltd <Superannuation Fund A/c>
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40,000	Robert Napoletano																				
40,000	Australian Trade Access Pty Ltd																				
66,666	Michael David Lawton																				
20,000	Tony White Pty Ltd <Superannuation Fund A/c>																				
The terms of the Shares:	All of the shares issued are fully paid ordinary shares in the Company that rank pari passu with all other shares on issue.																				
The use (or intended use) of the funds raised from the issue of Shares:	Funds raised were used to strengthen the Company's balance sheet to assist it to seek partners for the Kingsgate molybdenum-silica-bismuth Project in northern New South Wales, evaluate the Khartoum Tin Project and explore the Company's gold targets.																				
Date of allotment and issue:	1 June 2009																				

Resolution 2 - To ratify the issue of 1,150,000 shares to Laxmi Management Inc.

On 26 October 2009 the Company placed 1,150,000 shares to Laxmi Asset Management Inc. (Laxmi).

Laxmi is an offshore group with broad resource and financial experience. Laxmi was retained to assist the Company to source additional investment in the Company from other investors.

In accordance with Listing Rule 7.5, the Company provides the following information:

Number of Shares issued:	1,150,000 fully paid ordinary shares.
Issue price of Shares:	20 cents per share.
Name of the allottee:	Laxmi Asset Management Inc.
The terms of the Shares:	All of the shares issued are fully paid ordinary shares in the Company that rank pari passu with all other shares on issue.
The use (or intended use) of the funds raised from the issue of the Shares:	Funds raised were used to strengthen the Company's balance sheet.
Date of allotment and issue:	26 October 2009.

Resolution 3 - To approve the issue of shares to Jervois Mining Limited

On 7 January 2010 the Company entered into an exclusive three month option (**Option**) to acquire the Bullabulling Gold Project, located approximately 60km southwest of Kalgoorlie in the eastern goldfields of Western Australia, from Jervois Mining Limited (**Jervois**).

The Company announced to ASX its intention to exercise the Option on 4 February 2010. The Company will not issue shares to Jervois until such time as the Option is exercised and the sale and purchase of the Bullabulling Project completed.

The key terms of the Option are:

- exclusive option period of three months, exercisable at any time.
- option fee of \$20,000 per month, payable monthly in arrears.
- replacement of the security bonds for the mining tenements of the Bullabulling Gold Project (approximately \$1.25 million).
- payment of \$800,000 consideration (**Consideration**) for existing buildings, plant and machinery. This amount may be paid, at the Company's election:
 - wholly in cash; or
 - by issuing shares in the Company (at a price equal to the Company's volume weighted share price (**VWAP**) for the five days prior to the share issue); or
 - by a combination of cash and shares.

- royalty payment of \$30 per ounce for the first 400,000 oz gold produced, reducing to \$20 per ounce thereafter.

The Company may elect to pay the Consideration entirely by the issue of shares, and accordingly seeks shareholder approval for the share issue.

In accordance with Listing Rule 7.3, the Company provides the following information:

Maximum number of Shares to be issued:	The number of fully paid ordinary shares calculated using the following formula: \$800,000 ÷ VWAP for the 5 days on which shares were traded prior to the date of the share issue (5 day VWAP).
Issue price of Shares:	Equal to the 5 day VWAP.
Name of the allottee:	Jervois Mining Limited ACN 007 626 575.
The terms of the Shares:	All of the shares to be issued will be fully paid ordinary shares in the Company that rank pari passu with all other shares on issue.
The use (or intended use) of the funds raised from the issue of the Shares:	No funds will be raised by the issue of shares. The shares are being issued as consideration for the acquisition of buildings, plant and machinery from Jervois Mining Limited.
Date of allotment and issue:	No later than three months after the date of the meeting.

Resolutions 4 and 5- To ratify the issue of 1,500,000 shares and approve the issue of 4,500,000 shares to Central China Goldfields Plc

As announced to ASX on 11 February 2010, the Company entered into a binding heads of agreement (**Heads of Agreement**) with Central China Goldfields Plc (**CCG**) a listed exploration company on the AIM market operated by the London Stock Exchange (AIM:GGG), in relation to a joint venture for the Bullabulling Gold Project.

The key terms of the Heads of Agreement are:

- grant by the Company to CCG of an exclusive option to acquire a 50% interest in the Bullabulling Gold Project on the terms set out below (**Option**);
- CCG pays the Company \$500,000, and issues to the Company 14,044,944 CCG shares at 4 pence each (approximately 7.1% of CCG). Payment has been received and the shares have been issued to the Company;
- the Company issues to CCG 1,500,000 shares at 25 cents per share and a note with a face value of \$1.125 million which will convert to 4,500,000 shares (subject to shareholder approval). The 1,500,000 shares were issued on 16 February 2010. After full conversion of the note, CCG will hold 6,000,000 shares, representing approximately 12.9% of the Company;
- subject to due diligence, CCG will pay the Company \$2.5 million to exercise the Option and earn a 50% participating interest in the Bullabulling Gold Project. The Company will use part of these funds to exercise the option with Jervois (refer to Resolution 3).

If CCG exercises the Option, the assessment and development of the Bullabulling Project will be governed by a joint venture agreement to be negotiated between the parties, with management and funding based on each parties' participating interest in the joint venture.

Resolution 4

In accordance with Listing Rule 7.5, the Company provides the following information for the ratification of the issue of 1,500,000 shares:

Number of Shares to be issued:	1,500,000 fully paid ordinary shares
Issue price of Shares:	25 cents per share.
Name of the allottee:	Central China Goldfields Plc.
The terms of the Shares:	All of the shares issued are fully paid ordinary shares in the Company that rank pari passu with all other shares on issue.
The use (or intended use) of the funds raised from the issue of the Shares:	No funds were raised by the issue of shares. The shares were issued to partly satisfy the consideration provided under the Heads of Agreement.
Date of allotment and issue:	16 February 2010.

Resolution 5

In accordance with Listing Rule 7.3, the Company provides the following additional information for the approval of the issue of 4,500,000 shares:

Maximum number of Placement Shares to be issued:	4,500,000 fully paid ordinary shares
Issue price of Shares:	25 cents per share.
Name of the allottee:	Central China Goldfields Plc.
The terms of the Shares:	The shares will be ordinary fully paid shares having the same rights and obligations as the Company's issued fully paid ordinary shares
The use (or intended use) of the funds raised from the issue of the Shares:	No funds will be raised by the issue of shares. The shares will be issued to satisfy the balance of the consideration provided under the Heads of Agreement.
Date of allotment and issue:	No later than three months after the date of the meeting.

Resolution 6- To approve the issue of shares to Directors in part payment of past fees

To conserve cash, from 1 July 2009 the Company has paid to the Directors 25% of their Directors' fees (**Directors' Fees**).

As at 28 February 2010, the following Directors' Fees will be outstanding:

Director	Fees paid for 8 months to 28 February 2010	Full fees for 8 months to 28 February 2010	Balance fees outstanding
John Lawton	\$40,000	\$160,000	\$120,000
Eugene Iliescu	\$33,333	\$133,333	\$100,000
Greg Partington	\$5,333	\$21,333	\$16,000
Chris Baker	\$5,333	\$21,333	\$16,000
Paul Frederiks	\$5,333	\$21,333	\$16,000
Paul Frederiks Accounting	\$16,341	\$49,023	\$32,000
TOTAL			\$300,000

The Directors have agreed to accept the balance outstanding Directors' Fees in the form of fully paid ordinary shares in the Company.

Under Listing Rule 10.11, the Company cannot issue the shares without shareholder approval. Accordingly, shareholder approval is sought and the Company provides the following additional information in accordance with Listing Rule 10.13:

Maximum number of Shares to be issued:	The number of fully paid ordinary shares calculated using the following formula: $\$300,000 \div \text{VWAP for the 5 days on which shares were traded prior to the date of the share issue (5 day VWAP)}$.
Issue price of Shares:	Equal to the 5 day VWAP.
Name and position of the allottees:	John Lawton- Executive Director Eugene Iliescu- Executive Director Greg Partington- Non-executive Director Chris Baker- Non-executive Director Paul Frederiks- Non-executive Director Paul Frederiks Accounting- accounting consultancy firm controlled by Paul Frederiks.
The terms of the Shares:	All of the shares to be issued will be fully paid ordinary shares in the Company that rank pari passu with all other shares on issue.
The use (or intended use) of the	No funds will be raised by the issue of shares. The

funds raised from the issue of the Shares:	shares are being issued in payment of the 75% balance of Directors' Fees.
Date of allotment and issue:	No later than one month after the date of the meeting.

If this resolution is not approved the Company will pay the outstanding Directors' Fees in cash.

Resolution 7- To approve the issue of shares to Directors in part payment of future fees

To conserve cash, the Company and the Directors have agreed that from 1 March 2010 to 31 May 2010, 25% of their Directors' Fees will be paid in the form of fully paid ordinary shares in the Company.

As at 31 May 2010, the following Directors' Fees are expected to be outstanding:

Director	Full fees from 1 March 2010 to 31 May 2010	Fees to be paid for 3 months to 31 May 2010 by issue of shares
John Lawton	\$60,000	\$15,000
Eugene Iliescu	\$22,000*	\$5,500
Greg Partington	\$8,000	\$2,000
Chris Baker	\$8,000	\$2,000
Paul Frederiks	\$8,000	\$2,000
TOTAL		\$26,500

* As announced to ASX, Eugene Iliescu resigned as an executive director effective 31 March 2010, and continued as a non-executive director effective 1 April 2010. Accordingly, Mr Iliescu's Director's Fees from 1 March 2010 to 31 March 2010 were \$16,666.65 (\$200,000 per annum) and from 1 April 2010 to 31 May 2010 will be \$5,333.33 (\$32,000 per annum).

Under Listing Rule 10.11, the Company cannot issue the shares without shareholder approval. Accordingly, shareholder approval is sought and the Company provides the following additional information in accordance with Listing Rule 10.13:

Maximum number of Shares to be issued:	The maximum number of fully paid ordinary shares calculated using the following formula: $\$26,500 \div \text{VWAP for the 5 days on which shares were traded prior to the date of the share issue (5 day VWAP)}$.
Issue price of Shares:	Equal to the 5 day VWAP.
Name and position of the allottees:	John Lawton- Executive Director Eugene Iliescu- Non-executive Director Greg Partington- Non-executive Director Chris Baker- Non-executive Director Paul Frederiks- Non-executive Director

The terms of the Shares:	All of the shares to be issued will be fully paid ordinary shares in the Company that rank pari passu with all other shares on issue.
The use (or intended use) of the funds raised from the issue of the Shares:	No funds will be raised by the issue of shares. The shares are being issued in payment of the 25% balance of Directors' Fees.
Date of allotment and issue:	No later than one month after the date of the meeting.

If this resolution is approved the Directors will be issued with the shares before they provide services to the Company. In the event that a Director resigns before 31 May 2010, the Company will deduct an amount equal to the issue price of the shares received for services not performed, from the outstanding cash component of that Directors' Fees.

If this resolution is not approved the Company will pay all Directors' Fees in cash.

000001 000 AZX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00am (Brisbane time) on Wednesday, 24 March 2010

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.investorcentre.com under the information tab, "Downloadable Forms".

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

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

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 Auzex 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 Auzex Resources Limited to be held in the Williams Room, Tattersalls Club, 215 Queen Street, Brisbane, Queensland on Friday, 26 March 2010 at 10:00am and at any adjournment of that meeting.

Important for Items 6 & 7: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 6 & 7 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 6 & 7 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 6 & 7 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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.

		For	Against	Abstain
1	To ratify the issue of 1,153,349 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To ratify the issue of 1,150,000 shares to Laxmi Asset Management Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the issue of shares to Jervois Mining Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To ratify the issue of 1,500,000 shares to Central China Goldfields Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To approve the issue of 4,500,000 shares to Central China Goldfields Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To approve the issue of shares to Directors in partial payment of past fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To approve the issue of shares to Directors in partial payment of future fees	<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.

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 ____/____/____

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