

# YTC RESOURCES LIMITED ACN 108 476 384

### **NOTICE OF ANNUAL GENERAL MEETING**

**TIME**: 11:00am (AEDT)

**DATE**: Wednesday, 10 November 2010

**PLACE**: 'Harbour Room'

2<sup>nd</sup> Floor, Quay Grand Suites Sydney

61 Macquarie Street

Sydney NSW

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek professional advice 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 +61 2 6361 4700.

### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 11am (AEDT) on Wednesday, 10 November 2010 at 'Harbour Room', 2<sup>nd</sup> Floor, Quay Grand Suites Sydney, 61 Macquarie Street, Sydney, New South Wales.

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 part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11am (AEDT) on 8 November 2010.

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

### VOTING

#### YOUR VOTE IS IMPORTANT

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

#### **VOTING IN PERSON**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### **VOTING BY PROXY**

To vote by proxy, please complete and sign the enclosed proxy form and return to:

- (a) 2 Corporation Place (PO Box 7058), Orange NSW 2800; or
- (b) By facsimile to the Company on facsimile number (+61 2) 6361 4711;

so that it is received not later than 11am (AEDT) on 8 November 2010.

Proxy forms received later than this time will be invalid.

### AGENDA

### ORDINARY BUSINESS

### **Financial Statements and Reports**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

Shareholders who have requested a printed copy of the Company's Annual Report 2010 will receive it separately to this Notice of Meeting. For all other shareholders the Company's Annual Report can be viewed at <a href="https://www.ytcresources.com">www.ytcresources.com</a>.

To access the 2010 Annual Report, go to the Company website <a href="https://www.ytcresources.com">www.ytcresources.com</a>, click on 'Investor Relations & Media', 'Annual Reports' where you will find a link to the 2010 Annual Report.

#### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2010."

### **RESOLUTION 2 - RE-ELECTION OF MR ANTHONY WEHBY**

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

"That, for the purposes of Listing Rules 14.4 and 14.5 and for all other purposes, Mr Anthony Wehby, retires, and being eligible, is re-elected as a Director."

### **RESOLUTION 3 - RE-ELECTION OF MR RICHARD HILL**

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

"That, for the purposes of Listing Rules 14.4 and 14.5 and for all other purposes, Mr Richard Hill, retires, and being eligible, is re-elected as a Director."

### **RESOLUTION 4 - RE-ELECTION OF MS CHRISTINE NG**

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

"That, for the purposes of Listing Rules 14.4 and 14.5 and for all other purposes, Ms Christine Ng, retires, and being eligible, is re-elected as a Director."

### RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION

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

"That, for the purposes of Listing Rule 10.17 and for all other purposes, the maximum aggregate level of remuneration for the non-executive directors of the Company is increased by \$100,000 from \$300,000 to \$400,000."

DATED: 8 OCTOBER 2010

BY ORDER OF THE BOARD

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MR RICHARD WILLSON COMPANY SECRETARY YTC RESOURCES LIMITED

#### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2010 Annual General Meetina.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The Directors recommend shareholders vote in favour of each resolution. The Chairman intends to vote undirected proxies in favour of each resolution.

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

# 3. RESOLUTIONS 2 - 4 - RE-ELECTION OF DIRECTORS

Listing Rule 14.4 requires that a director of an entity must not hold office (without reelection) past the third annual general meeting following the director's appointment or three years whichever is longer. Listing Rule 14.5 requires that an entity which has directors must hold an election of directors each year.

Accordingly, Mr Wehby, Mr Hill and Ms Ng retire and being eligible seek re-election as Directors of the Company.

Mr Wehby, Mr Hill and Ms Ng's details can be found on pages 26 & 27 of the Annual Report

# 4. RESOLUTION 5 - INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION

Listing Rule 10.17 provides that the Company must not increase the total amount of non-executive director's fees payable by it or any of its child entities without the approval of its shareholders.

## 4. RESOLUTION 5 - INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION (CONTINUED)

The Company's Board wishes to have the scope to ensure the Board possesses the appropriate pool of skills and experience to take the Company into its next phase of growth and development.

This resolution proposes approval in accordance with ASX Listing Rule 10.17 for an increase in the maximum aggregate limit for non-executive directors' remuneration of \$100,000 from \$300,000 to \$400,000.

### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules the Company will disregard any votes cast on this resolution by any director of the Company and their associates; however, the Company need not disregard a vote if:

- It is cast by a person as a 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.

### GLOSSARY

\$ means Australian dollars.

**AEDT** means Eastern Daylight Savings Time as observed in Sydney, New South Wales.

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

**ASIC** means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

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

**Board** means the current board of directors of the Company.

**Company** or **YTC** means YTC Resources Ltd (ABN 37 108 476 384).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

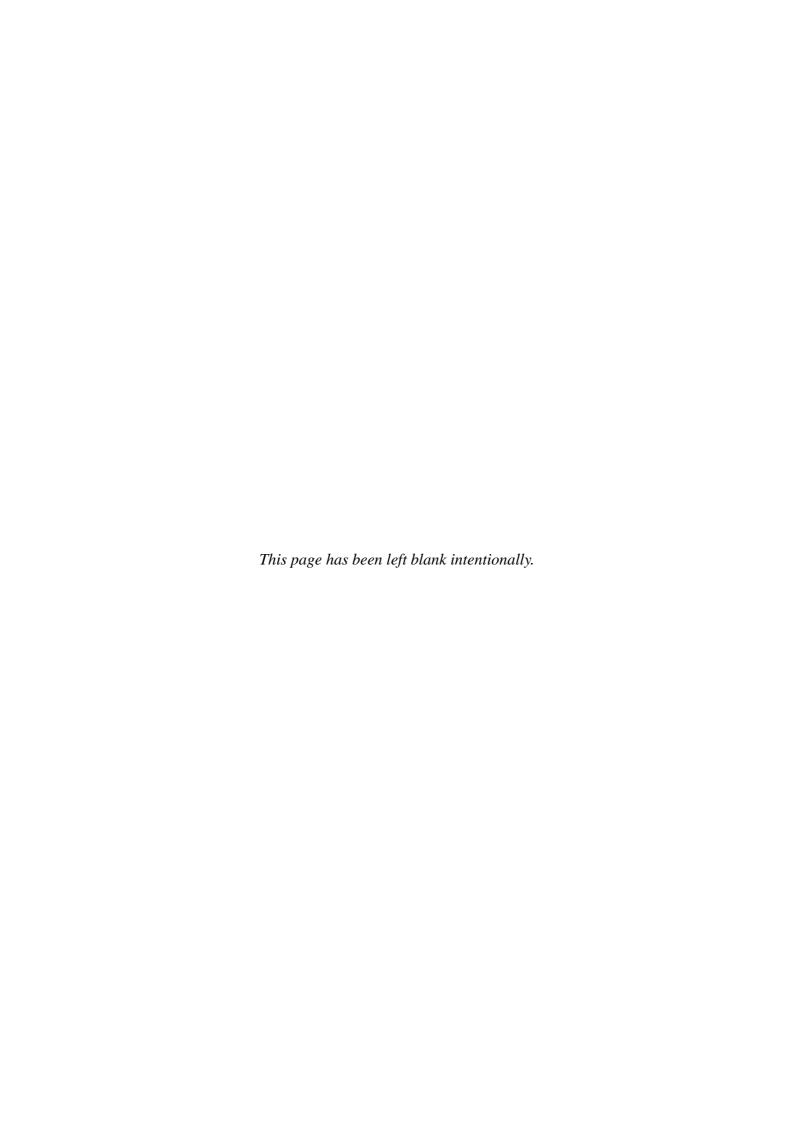
**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

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

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.



### PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

### YTC RESOURCES LIMITED

REGISTERED OFFICE: 2 CORPORATION PLACE ORANGE NSW 2800

ABN: 37 108 476 384

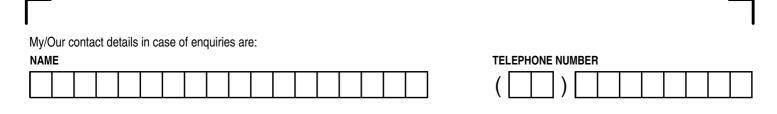
SHARE REGISTRY:

Security Transfer Registrars Pty Ltd All Correspondence to: PO BOX 535,

APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway, APPLECROSS WA 6153 AUSTRALIA T: +61 8 9315 2333 F: +61 8 9315 2233 E: registrar@securitytransfer.com.au W: www.securitytransfer.com.au

		1	E: registra	ar@securitytra ww.securitytra	nsfer.com.au
		Code:		YTC	
		Holder Number:			
	SECTION A: Appointment of Proxy				
I/We, the above named, being registered holders of the Co	ompany and entitled to attend and vote hereby appoin	t:			
OR					
The meeting Chairperson (mark with an "X") (if this person is someone other than the Chairperson of the meeting).  or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 11.00am (AEDT) on Wednesday 10 November 2010 at Harbour Room, 2nd Floor, Quay Grand Suites, 61 Macquarie Street, Sydney and at any adjournment of that meeting.					
	SECTION B: Voting Directions to your Proxy				
Please mark "X" in the box to indicate your voting direct <b>Resolution</b>	tions to your Proxy.		For	Against	Abstain*
1. Adoption of Remuneration Report					
2. Re-Election of Mr Anthony Wehby					
3. Re-Election of Mr Richard Hill					
4. Re-Election of Ms Christine Ng					
5. Increase in Non-Executive Director Remuneration					
If no directions are given my proxy may vote as the proxy th  * If you mark the Abstain box for a particular item, you are directing your Pro		r votes will not be counted in co	omputing the	e required majorit	y on a poll.
By marking this box, you acknowledge that the Chairperson may ex disregarded because of that interest. If you do not mark this box, an	and you do not wish to direct the Chairperson how to volercise your proxy even if he has an interest in the outcome of the resord you have not directed your proxy how to vote, the Chair will not cast The Chairperson of the Meeting intends to vote undirected proxies in face.	olution and votes cast by him/he your votes on the resolution ar	er other than		
This section must be signed in second-use with the le	SECTION C: Please Sign Below	implomented			
This section must be signed in accordance with the in Individual or Security Holder	Security Holder 2	•	ecurity Ho	oldor 3	
individual of Security Holder	Security Holder 2		scurity Fic	nuel 3	
Sole Director and Sole Company Secretary	Director	Director / (	Company	Secretary	
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### **NOTES**

### 1. Name and Address

This is the name and address on the Share Register of YTC Resources Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of YTC Resources Limited.

### 3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as 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 +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, 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 of your votes; and
- (b) Return both forms in the same envelope.

### 5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

<u>Joint Holding:</u> where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share 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.

<u>Companies:</u> 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 11.00am (AEDT) on Monday 8 November 2010 being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd PO BOX 535 Applecross, Western Australia 6953

Street Address: Alexandrea House, Suite 1 770 Canning Highway Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.