

# NOTICE OF ANNUAL GENERAL MEETING 2010

## INCLUDING EXPLANATORY MEMORANDUM

(NOTE: A PROXY FORM IS SEPARATELY INCLUDED WITH THIS NOTICE)

### **Date of Meeting**

18 November 2010

### **Time of Meeting**

2.00pm (Perth time)

### **Place of Meeting**

DUXTON 2 MEETING ROOM – LOWER LOBBY

DUXTON HOTEL, 1 ST GEORGE'S TERRACE

PERTH WESTERN AUSTRALIA

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting of the Shareholders of Panoramic Resources Limited ABN 47 095 792 288 ("**Company**") will be held in the Duxton 2 Meeting Room - Lower Lobby, Duxton Hotel, 1 St George's Terrace, Perth, Western Australia on Thursday, 18 November 2010 at 2.00pm (Perth time) for the purpose of transacting the following business.

## AGENDA

### BUSINESS

The accompanying Explanatory Memorandum containing information in relation to each of the following Resolutions forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

### ORDINARY BUSINESS

#### Item 1 – ANNUAL FINANCIAL REPORT

*"To receive and adopt the 2010 Annual Financial Report of the Company, which includes the financial statements of the Company for the year ended 30 June 2010, together with the notes to the financial statements, the Directors' declaration and the reports by the Directors and Independent Auditor."*

#### Item 2 - ELECTION OF DIRECTORS (Resolution 1 & Resolution 2)

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

##### **Resolution 1 – Re-Election of Mr John Rowe as a Non-Executive Director**

*"That, for all purposes, Mr John Rowe, who retires by rotation and offers himself for re-election, is re-elected as a Non-Executive Director."*

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

##### **Resolution 2 – Re-Election of Mr Brian Phillips as a Non-Executive Director**

*"That, for all purposes, Mr Brian Marshall Phillips, who retires by rotation and offers himself for re-election, is re-elected as a Non-Executive Director."*

#### Item 3 - REMUNERATION REPORT (Resolution 3)

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

##### **Resolution 3 – Remuneration Report**

*"That, pursuant to and in accordance with Section 250R(2) of the Corporations Act 2001, the Remuneration Report, as included in the Directors' Report of the Company for the year ended 30 June 2010 set out in the Company's 2010 Financial Report, be adopted."*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

By Order of the Board



**Mr Trevor Eton**  
**Company Secretary**  
Dated: 1 October 2010

## REMUNERATION REPORT

Shareholders who have elected not to receive the Company's 2010 Annual Report (which includes the Remuneration Report) may obtain a copy of the Remuneration Report by contacting Vera Waldby at the Company on (+61 8) 9225 0999 or, alternatively, by downloading a copy from the Company's website at [www.panoramicresources.com](http://www.panoramicresources.com).

## PROXIES

**A separate Proxy Form is included with this Notice of Meeting which gives instructions for the completion and lodgement of the Proxy Form. The Proxy Form is to be returned direct to Computershare Investor Services in accordance with the lodgement instructions given on the Form and may be lodged either online via the Computershare InvestorVote facility, by mail (in the envelope provided), or by facsimile at the number quoted. For Intermediary Online subscribers only (Custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions. Proxy Forms must be received by Computershare at least 48 hours prior to the meeting, that is, by 2.00pm (Perth time) on Tuesday, 16 November 2010.**

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If two proxies are appointed, and the appointment does not specify the proportion or number of votes that the proxy may exercise, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half the votes. A proxy may, but need not be, a Shareholder.

## BODIES CORPORATE

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

## VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that, for the purposes of voting at the meeting, Shareholders will be taken to be those persons recorded on the Company's register of Shareholders as at 2.00pm (Perth time) on Tuesday, 16 November 2010.

# Explanatory Memorandum

This Explanatory Memorandum has been prepared for Shareholders to provide information about the items of business contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The resolutions to be voted on are ordinary resolutions requiring approval by simple majority of votes cast by Shareholders present (either in person, or by representative or proxy) and entitled to vote on the resolution, in order to be passed.

## BUSINESS OF THE MEETING

### ITEM 1 - ANNUAL FINANCIAL REPORT

The Corporations Act requires the Company to lay its Annual 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.

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.

### ITEM 2 - ELECTION OF DIRECTORS (RESOLUTION 1 & RESOLUTION 2)

In accordance with ASX Listing Rules 14.4 and 14.5 and Clause 10.3 of the Company's Constitution, the Company is required to hold an election of Non-Executive Directors each year at its Annual General Meeting.

A Non-Executive Director may not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or last election, or for more than three years, whichever is the longer. If no Director is due to retire by rotation in accordance

with the above provisions, then the Director who has been a Director the longest without re-election must retire and stand for re-election or, if two or more Directors have been in office for an equal length of time, by agreement.

Mr John Rowe has been a Non-Executive Director since 5 December 2006 and is a member of the Company's Audit, Remuneration, and Environment, Safety and Risk Committees. In accordance with ASX Listing Rules and the Company's Constitution, Mr Rowe retires as a Non-Executive Director and, being eligible, offers himself for re-election.

Mr Brian Phillips has been a Non-Executive Director since 27 March 2007 and is a member of the Company's Audit, Remuneration, and Environment, Safety and Risk Committees. In accordance with ASX Listing Rules and the Company's Constitution, Mr Phillips retires as a Non-Executive Director and, being eligible, offers himself for re-election.

Further details on Messrs Rowe and Phillips can be found in the Directors' Report of the 2010 Annual Report, and on the Company's website at [www.panoramicresources.com](http://www.panoramicresources.com).

### ITEM 3 – REMUNERATION REPORT (RESOLUTION 3)

Pursuant to Section 250R(2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

The Remuneration Report details the Company's policy on the remuneration of non-executive Directors, executive Directors and senior executives, and is set out on pages 44 to 56 of the 2010 Annual Report (located within the section therein titled "Directors' Report").

**Shareholders are advised that, pursuant to Section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.**

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

## Enquiries

Shareholders are invited to contact the Mr Trevor Eton, Company Secretary, on (08) 9225 0999 if they have any queries in respect to the matters set out in these documents.

# Glossary

“**ASX**” means ASX Limited;

“**ASX Listing Rules**” means the official listing rules of ASX;

“**Auditor**” means any persons appointed to perform the duties of auditor of the Company from time to time;

“**Board**” means the Board of Directors;

“**Constitution**” means the Company’s Constitution, as adopted by Shareholders on 18 November 2008;

“**Company**” means Panoramic Resources Limited ABN 47 095 792 288;

“**Corporations Act**” means Corporations Act 2001 (Cth);

“**Directors**” means the directors of the Company;

“**Directors’ Report**” means the Directors’ Report for the year ended 30 June 2010 as set out in the Company’s 2010 Annual Financial Report;

“**Explanatory Memorandum**” means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice;

“**Notice**” means the Notice of Annual General Meeting which accompanies this Explanatory Memorandum;

“**Related Body Corporate**” has the meaning given to that term in the Corporations Act;

“**Share**” means a share issued in the capital of the Company;

“**Shareholder**” means a shareholder of the Company.



## Panoramic Resources Limited

### Panoramic House

Level 9, 553 Hay Street  
Perth WA 6000

### Postal Address

PO Box Z5487  
Perth WA 6831

**Telephone:** +61 8 9225 0999

**Facsimile:** + 61 8 9421 1008

**Email:** [info@panres.com](mailto:info@panres.com)

**ABN:** 47 095 792 288

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

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 557 010  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

**Your secure access information is:**  
**Control Number: 134684**

**SRN/HIN:**



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

 **For your vote to be effective it must be received by 2:00 pm (Perth time) Tuesday, 16 November 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 for Postal Forms

**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. Delete titles as applicable.

### 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](http://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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**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.

# Proxy Form

Please mark  to indicate your directions

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

I/We being a member/s of Panoramic 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 Annual General Meeting of Panoramic Resources Limited to be held in the Duxton 2 Meeting Room, Lower Lobby, Duxton Hotel, 1 St George's Terrace, Perth, Western Australia on Thursday, 18 November 2010 at 2.00 pm (Perth time) 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.

		For	Against	Abstain
Resolution 1	Re-Election of Mr John Rowe as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Brian Phillips as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Remuneration Report	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_