



**PANORAMIC**  
RESOURCES LTD

ABN 47 095 792 288

VISION | COMMITMENT | RESULTS

NOTICE OF ANNUAL GENERAL MEETING

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**INCLUDING  
EXPLANATORY MEMORANDUM**

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

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**DATE OF MEETING**

17 November 2011

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**TIME OF MEETING**

2.00pm (WST)

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**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 Tenth 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, 17 November 2011 at 2.00pm (WST) 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 2011 Annual Financial Report of the Company, which includes the financial statements of the Company for the year ended 30 June 2011, together with the notes to the financial statements, the Directors' declaration and the reports by the Directors and Independent Auditor."*

##### Item 2 - ELECTION OF DIRECTOR (Resolution 1)

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

##### Resolution 1 – Re-Election of Mr Christopher Langdon as a Non-Executive Director

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

##### Item 3 - REMUNERATION REPORT (Resolution 2)

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

##### Resolution 2 – 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 2011 set out in the Company's 2011 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: 22 September 2011

## NOTES

### REMUNERATION REPORT

Shareholders who have elected not to receive the Company's 2011 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.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the items of business by marking either "For", "Against" or "Abstain" for those items of business.

### HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chairman of the meeting will vote undirected proxies on, and in favour of, Item 2 – Election of Director (Resolution 1). Any undirected proxies held by the Chairman of the meeting will not be voted on Item 3 – Remuneration Report (Resolution 2).

Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Item 3 - Remuneration Report (Resolution 2) if you want your shares to be voted on that item of business.

### VOTING EXCLUSIONS

Directors and Key Management Personnel of Panoramic Resources Limited are excluded from voting on Item 3 – Remuneration Report (Resolution 2). If you appoint the Chairman of the meeting as your proxy and do not direct him how to vote on Item 3 – Remuneration Report (Resolution 2), he will not be able to vote your proxy on that item of business. The same will apply if you appoint any other Director of the Company, any of

its Key Management Personnel or any of their closely related parties. Key Management Personnel are the Directors of Panoramic and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies Panoramic's Key Management Personnel for the financial year to 30 June 2011. Their closely related parties are as defined in the Corporations Act 2011 and include certain of their family members, dependants and companies they control.

### CUSTODIANS AND NOMINEES

For Intermediary Online subscribers only (Custodians & Nominees), 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 (WST) on Tuesday, 15 November 2011.

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 5.00pm (WST) on Tuesday, 15 November 2011.

## 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 a 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 DIRECTOR (RESOLUTION 1)

Mr Christopher de Guingand, the Company's Chairman since July 2005, is scheduled to retire by rotation at the 2011 Annual General Meeting under Clause 10.3(a) of the Company's Constitution and Listing Rule 14.4. Mr de Guingand has advised that he will not seek re-election.

In accordance with ASX Listing Rule 14.5 and Clause 10.3(b) of the Company's Constitution, the Company is required to hold an election of Directors each year at its Annual General Meeting.

If no Director is due to retire by rotation in accordance with the above provisions, then the Director who has been in office 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 Christopher Langdon was last re-elected in 2009 and, of the remaining Directors, has served the longest without re-election and as such is required to retire at the 2011 Annual General Meeting.

In accordance with ASX Listing Rules and the Company's Constitution, Mr Langdon retires as a Non-Executive Director and, being eligible, offers himself for re-election as a Director of the Company.

Mr Christopher Langdon has been a Non-Executive Director since 5 August 2004 and is the Chairman of the Company's Audit Committee. Mr Langdon is also a member of the Company's Remuneration & Environment, Safety and Risk Committees.

Further details on Mr Langdon can be found in the Directors' Report of the 2011 Annual Report and on the Company's website at [www.panoramicresources.com](http://www.panoramicresources.com).

The Board (excluding Mr Langdon) recommends the re-election of Mr Langdon as a Director of the Company.

*The Chairman intends to vote all undirected Proxy Votes in favour of Resolution 1.*

#### ITEM 3 – REMUNERATION REPORT (RESOLUTION 2)

The Remuneration Report details the Company's policy on the remuneration of Non-Executive Directors, Managing Director and Senior Executives and is set out on pages 12 to 23 of the Directors' Report in the Company's 2011 Annual Report, which is available on the Company's website at [www.panoramicresources.com](http://www.panoramicresources.com).

The Corporations Act requires that a resolution for the adoption of the Remuneration Report be put before Shareholders at each Annual General Meeting. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under recent changes to the Corporations Act effective from 1 July 2011, requirements have been introduced with regard to voting on the adoption of Remuneration Reports at Annual General Meetings. These changes have been commonly referred to as the "two strikes test". If at least 25% of the votes cast on the resolution are against the adoption of the Remuneration Report at the Company's Annual General Meeting (**first AGM**), this constitutes the "first strike".

The resolution is advisory only and does not bind the Directors or the Company and the Remuneration Report is adopted at that AGM, if passed by a simple majority of votes cast by Shareholders.

The 'no' vote of 25% or more at the first AGM obliges the Company to take into consideration the feedback from Shareholders when preparing the Remuneration Report for the following year. The Remuneration Report will need to explain whether Shareholders' feedback has been taken into account and, if so, how. If not, the Remuneration Report will need to explain why the feedback from Shareholders has not been taken into account.

If, at the subsequent Annual General Meeting held the following year (**second AGM**), Shareholders again cast 25% or more votes against adopting the Remuneration Report for that year, this constitutes the "second strike" which then triggers further requirements of the Company at the same AGM.

Following the second strike, the Company will be required to put to Shareholders, at the second AGM, a separate resolution proposing the calling of a General Meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders then vote in favour of the Spill Resolution at the second AGM, the Company must convene a General Meeting of Shareholders (**Spill Meeting**) within 90 days of that AGM to consider the re-election of each Non-Executive Director of the Company.

All of the Directors who were in office at the time of the Company's second AGM, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons elected or re-elected as Directors will be the Directors of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the 2011 Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of adopting the 2011 Remuneration Report.

#### Voting Exclusions

*Directors and Key Management Personnel of Panoramic Resources Limited are excluded from voting on Item 3 – Remuneration Report (Resolution 2).*

#### Enquiries

Shareholders are invited to contact 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

“**Accounting Standards**” has the meaning given to that term in the Corporations Act;

“**AGM**” means the Annual General Meeting of the Company;

“**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 2011 as set out in the Company’s 2011 Annual Financial Report;

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

“**Key Management Personnel**” has the meaning given to that term in the Accounting Standards. The Accounting Standards define the Key Management Personnel of an entity to be those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity;

“**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;

“**WST**” means Australian Western Standard Time.



### 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

**ABN:** 47 095 792 288

**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 850 505  
 (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: 185216**

**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 2:00pm (WST) Tuesday 15th November 2011**

### 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.



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# 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 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 Ltd to be held at Duxton 2 Meeting Room - Lower Lobby, Duxton Hotel, 1 St George's Terrace, Perth, Western Australia on Thursday, 17 November 2011 at 2.00pm (WST) 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.

### ORDINARY BUSINESS

	For	Against	Abstain
Resolution 1 Re-election of Mr Christopher Langdon as a Non- Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Important for Resolution 1: Re-election of Director** - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes above on Resolution 1 directing how your shares are to be voted, you are directing the Chairman to vote in accordance with his voting intentions set out in the Notice of Meeting, that is, the Chairman intends to vote all undirected proxy votes in favour of Resolution 1.

**Important for Resolution 2: Remuneration Report** - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes above on Resolution 2 directing how your shares are to be voted, the Chairman will not be able to cast your proxy votes on Resolution 2 and your votes will not be counted on this Resolution. This also applies if you nominate any other Director of the Company, any of its Key Management Personnel or any of their closely related parties (please see Voting Exclusions under Notes in the Notice of Annual General Meeting included with this Proxy Form).

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_