
FOCUS MINERALS LTD

ACN 005 470 799

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00pm (WST)

DATE: 28 November 2011

PLACE: The Coolgardie Recreation Centre
69 Sylvester St
Coolgardie WA 6429

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 (+61 8) 9215 7888.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00pm (WST) on Monday 28 November 2011 at:

The Coolgardie Recreation Centre
69 Sylvester St
Coolgardie WA 6429

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 by:

- (a) post to Focus Minerals Ltd, PO Box Z5422, St Georges Terrace, Perth WA 6831; or
- (b) facsimile to the Company on facsimile number (+61 8) 9215 7889,

so that it is received not later than 2.00pm (WST) on 26 November 2011.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders will be held at 2.00pm (WST) on Monday 28 November 2011 at The Coolgardie Recreation Centre, 69 Sylvester St, Coolgardie WA.

The Explanatory Statement 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.

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 at 2.00pm (WST) on 26 November 2011.

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

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 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. 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 ordinary 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 2011.”

Voting Exclusion:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (a) the person does so as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GERRY FAHEY

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Gerry Fahey, a Director who was appointed on 18 April 2011, retires, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – BRUCE MCCOMISH

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Bruce McComish, a Director who was appointed on 18 April 2011, retires, and being eligible, is re-elected as a Director.”

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – DON TAIG

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Donald Taig, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – PHILLIP LOCKYER

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Phillip Lockyer, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 6 – DIRECTORS’ 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 clause 13.7 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve the maximum total aggregate fixed sum per annum to be paid to Directors to be increased by \$200,000 to the new sum of \$400,000 as described in the Explanatory Statement.”

Voting Exclusion: The Company will disregard (a) any votes cast on this Resolution by a Director and any of their associates; and (b) any votes cast on Resolution 6 by a member of the Key Management Personnel (including a Director), or a Closely Related Party of that person, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 6.

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
- 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, and the proxy is expressly authorised to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or its subsidiaries and even if that person has an interest in the outcome of that resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 425,000,000 Shares as described in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of 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.

8. RESOLUTION 8 – AMENDMENT TO CONSTITUTION – REMUNERATION OF EXECUTIVE DIRECTORS

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

“That the constitution of the Company be amended with effect from the date of this resolution by inserting the words “(other than the Managing Director or Executive Director)” in the first line of clause 13.7 of the constitution immediately after the word “Directors”.

Voting Exclusion:

A vote on Resolution 8 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (c) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (d) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 8 if:

- (e) the person does so as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (f) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

DATED: 27 OCTOBER 2011

BY ORDER OF THE BOARD

**JON GRYGORCEWICZ
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00pm (WST) on Monday 28 November 2011 at The Coolgardie Recreation Centre, 69 Sylvester St, Coolgardie WA.

This 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.

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 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.focusminerals.com.au.

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 company's remuneration report be adopted must be put to the shareholders.

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 2011.

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

This resolution is advisory only and does not bind the Directors or the Company.

Pursuant to recent amendments to the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the remuneration report at each of the 2011 Annual General Meeting and the Company's 2012 Annual General Meeting, the Company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the election of directors of the Company ("spill resolution"). The spill resolution would need to be considered at the 2012 Annual General Meeting.

If more than 50% of the votes cast by shareholders are in favour of the spill resolution, the Company will be required to hold an extraordinary general meeting ("spill meeting") within 90 days of the 2012 Annual General Meeting. All of the Directors who were in office when the 2012 Directors' Report was considered at the 2012 Annual General Meeting, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting.

3. RESOLUTIONS 2 & 3 – RE-ELECTION OF DIRECTORS – GERRY FAHEY & BRUCE MCCOMISH

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director 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 following annual general meeting and is then eligible for re-election.

Gerry Fahey and Bruce McComish, both appointed during the year, retire in accordance with clause 13.4 of the Constitution and being eligible seek re-election.

4. RESOLUTIONS 4 & 5 – RE-ELECTION OF DIRECTORS – DON TAIG & PHILLIP LOCKYER

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has four Directors and accordingly two must retire.

Mr Taig and Mr Lockyer retire by rotation and seek re-election.

5. RESOLUTIONS 6 – DIRECTORS' REMUNERATION

Clause 13.7 of the Constitution requires that the total aggregate fixed sum per annum to be paid to the Directors from time to time will not exceed the sum determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

ASX Listing Rule 10.17 specifies that an entity must not increase the total amount of directors' fees payable by it or any of its child entities without the approval of the holders of its ordinary securities. This rule does not apply to the salary of an executive director.

Resolution 6 seeks Shareholder approval to increase the total aggregate fixed sum per annum to be paid to the Directors by \$200,000 to the new sum of \$400,000. The Company has not sought an increase to the total aggregate fixed sum per annum to be paid to the Directors since 2008. During that time the size of the Board has increased in number from 3 to now total 4 directors.

The total aggregate fixed sum per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar sized companies.

6. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

6.1 General

As announced on the ASX on 18 April 2011, the Company issued 425,000,000 fully paid ordinary shares (**Placement Shares**) to private and institutional clients of Hartleys Limited.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. The issue of the Placement Shares did not breach ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement Share ratification:

- (a) The total number of Placement Shares allotted by the Company was 425,000,000;
- (b) the Placement Shares were issued at 7.6 cents per Placement Share;
- (c) the Placement Shares issued were fully paid ordinary shares in the Company and rank equally in all respects with the existing ordinary shares of the Company;
- (d) the Placement Shares were allotted and issued to private and institutional clients of Hartleys Limited, none of whom are related parties of the Company;
- (e) the funds raised by the issue of the Placement Shares were be used to:
 - (i) accelerate exploration at the greenfields Treasure Island Gold Project;
 - (ii) expand production and development work at the new high-grade underground mine, The Mount;
 - (iii) bring forward plans to increase the Company's reserves at its Greater Coolgardie gold projects, setting them up to move into production; and
 - (iv) provide increased cash reserves and general working capital.

7. RESOLUTION 8 – AMENDMENT TO CONSTITUTION – REMUNERATION OF EXECUTIVE DIRECTORS

The Company's constitution currently applies the cap on directors' remuneration to both executive and non-executive directors.

It is usual to exclude the salary of the managing director and executive directors from this restriction, as to include it would unduly restrict the board's ability to pay these persons.

The ASX Listing Rules only apply the cap on remuneration to non- executive directors, and the Company now seeks to bring its constitution into line with common practice, and the requirements of the ASX listing rules.

The Company does not require this change at present in order to pay directors. However, this position would change if the Chief Executive Officer and/or other executives of the Company were to be invited onto the board. It is in the interests of the Company for the board of directors to have this power.

8. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+ 61 8) 9215 7888 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX 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 ASX declares is not a business day.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant 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 dealings with the Company; or
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Focus Minerals Ltd (ACN 005 470 799).

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.

Key Management Personnel has the meaning given by AASB 124: Related Party Disclosures published by the Australian Accounting Standards Board.

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

Proxy Form means the proxy form accompanying the Notice.

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.

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

PROXY FORM

**APPOINTMENT OF PROXY
FOCUS MINERALS LTD
ACN 005 470 799**

ANNUAL GENERAL MEETING

I/We

of

being a member of Focus Minerals Ltd entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, to the extent permitted by law, as the proxy sees fit, at the Annual General Meeting to be held at 2.00pm (WST), on 28 November 2011 at The Coolgardie Recreation Centre, 69 Sylvester St, Coolgardie WA and at any adjournment thereof.

VOTING DIRECTIONS

If no directions are given, the Chair of the Annual General Meeting intends to vote in favour of all the Resolutions. If you do not wish for your vote to be voted in this way, you should direct your proxy how to vote below.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Gerry Fahey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Bruce McComish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-election of Director – Don Taig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Re-election of Director – Phillip Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Directors Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Ratification of prior issue – Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Amendment To Constitution – Remuneration of Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

IMPORTANT NOTE FOR RESOLUTIONS 1, 6 and 8 - IF THE CHAIR OF THE ANNUAL GENERAL MEETING IS YOUR PROXY OR IS APPOINTED BY DEFAULT: If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do not direct your proxy vote "for", "against" or "abstain" in relation to any of **Resolutions 1, 6 and 8** above, you will be taken to direct the Chair of the Annual General Meeting to vote in favour of that Resolution, even if that resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company group, or if the Chairman has an interest in the outcome of Resolution only if you mark this box:

If you do not mark this box, and you have not directed your proxy how to vote, the Chair of the Annual General Meeting will not cast your votes on Resolutions 1, 6 and 8 and your votes will not be counted in calculating the required majority if a poll is called on these Resolutions.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

FOCUS MINERALS LTD
ACN 005 470 799

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item. Please refer to special directions in respect of Resolutions 1, 6 and 8 on the Proxy form.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Focus Minerals Ltd, PO Box Z5422, St Georges Terrace, Perth WA 6831; or
 - (b) facsimile to the Company on facsimile number +61 8 9215 7889,so that it is received not later than 2.00pm (WST) on 26 November 2011.

Proxy forms received later than this time will be invalid.