

## NOTICE OF ANNUAL GENERAL MEETING

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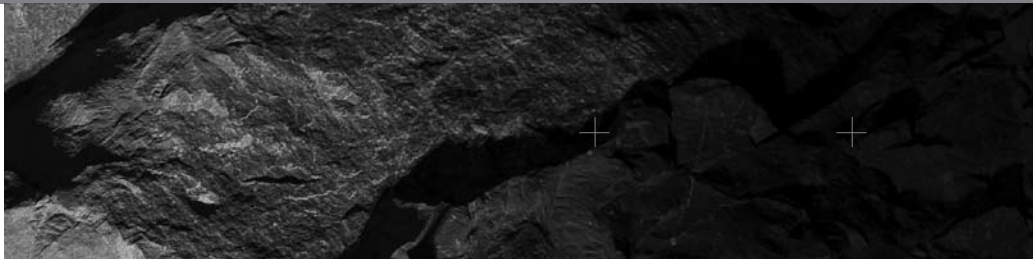
**Venue:** The Boardroom  
CWA House  
1176 Hay Street  
West Perth WA 6005

**Date:** Monday, 24th November 2008

**Time:** 10.00am (WDST)

The Annual Report is now available on the Company's website via the following link:  
<http://www.jabirumetals.com.au>

**This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.**



**Jabiru Metals**  
LIMITED

ABN 51 060 620 751

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Jabiru Metals Limited (the Company) will be held at:

**Venue:** The Boardroom  
CWA House  
1176 Hay Street  
West Perth WA 6005

**Date:** Monday, 24th November 2008

**Time:** 10.00am (WDST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Memorandum.

## Agenda

### Adoption of Annual Financial Report

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ended 30 June 2008.

#### 1. Resolution 1: Adoption of Remuneration Report (non binding)

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

*"To adopt the Remuneration Report as contained in the Annual Financial Report for the year ended 30 June 2008"*

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

#### 2. Resolution 2: Re-Election of Mr Barry Bolitho as Director

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

*"That, in accordance with clause 17.4 of the Company's Constitution and for all other purposes, Mr Barry Bolitho who retires by rotation in accordance with the Company's Constitution and offers himself for re-election, is hereby re-elected as a Director of the Company."*

**Short Explanation:** The Company's Constitution states that at the Company's Annual General Meeting, one third of Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

#### 3. Resolution 3: Re-Election of Mr Michael Marriott as Director

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

*"That, pursuant to Clause 17.3 of the Constitution of the Company, Mr Michael Marriott who offers himself for re-election, having consented to act as a director and being eligible, is re-elected as a director of the Company."*

**Short Explanation:** Clause 17.3 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Directors so appointed hold office until the next general meeting of the Company, and are eligible for re-election at that meeting. Mr Michael Marriott was appointed to the Board on 4th February 2008, and accordingly seeks re-appointment as a Director.

## Explanatory Statement

The Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting. Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Annual General Meeting and Explanatory Statement.

## Proxies

Please note that:

- a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

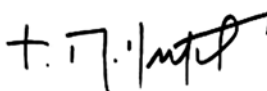
## Voting Entitlements

In accordance with the Corporations Act, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 10.00am (WDST) on Saturday, 22nd November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

## By Order of the Board



Ross Kestel  
Company Secretary  
13th October 2008

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on Monday, 24th November 2008 at 10.00am (WDST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is an explanation of the matters for which Shareholder approval is sought in each Resolution. Capitalised terms in this Explanatory Memorandum are defined in the Glossary.

## Annual Financial Report

The first agenda item is to receive the Annual Financial Report of the Company for the period ended 30 June 2008, comprising the Financial Statements, Directors' Report, Directors' Declaration and Independent Audit Report.

No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's Directors and Auditors in relation to the Company's results for that financial year.

## Resolution 1 – Adoption of Remuneration Report (non binding)

At a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders.

The Remuneration Report of the Company for the financial year ended 2008 is set out in the Directors' Report contained in the Company's Annual Financial Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Executives and Non-Executive Directors and Executive Employees of the Company.

Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

## Resolution 2 – Re-Election of Mr Bolitho

Clause 17.4 of the Constitution requires that at the Company's Annual General Meeting, one third of the Directors for the time being shall retire from office. Listing Rule 14.4 provides that a Director may not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr Bolitho retires as a Director in accordance with Listing Rule 14.4 and clause 17.4 of the Constitution and offers himself for re-election.

Mr Bolitho was elected as a Non-Executive Director of the Jabiru Metals Limited Board in November 2005 and has been an important contributor since that date.

## Resolution 3 – Re-election of Mr Marriott

Clause 17.3 of the Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Directors appointed under clause 17.3 hold office until the conclusion of the next meeting of the Company and are eligible for re-election at that meeting.

Mr Michael Marriott was appointed on 4 February 2008 as an addition to the existing Directors. In accordance with clause 17.3 of the Constitution, Mr Marriott offers himself for re-election as a Director of the Company.

Mr Marriott is the Chief Operating Officer of Consolidated Minerals Limited and he has extensive executive experience in the mining industry having held senior leadership roles including Chief Operating Officer of DRDGOLD's South African and Pacific Rim Operations.

## Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

<b>Auditors</b>	auditors of the Company
<b>Board</b>	board of Directors
<b>Company</b>	Jabiru Metals Limited ABN 51 060 620 751
<b>Constitution</b>	Constitution of the Company
<b>Corporations Act</b>	Corporations Act 2001 (Cth)
<b>Director</b>	director of the Company
<b>Listing Rules</b>	Official Listing Rules of the ASX Limited
<b>Shareholder</b>	shareholder of the Company
<b>WDST</b>	Western Daylight Savings Time



# PROXY FORM

ABN 51 060 620 751

## Member Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

## Appointment of Proxy

I/We being a Member/s of Jabiru Metals Limited and entitled to attend and vote hereby appoint

Mark the left box with an "X" if the Chairman of the Meeting is to be your Proxy
 **OR**
 Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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 Jabiru Metals Limited to be held at The Boardroom, CWA House, 1176 Hay Street West Perth WA 6005 on Monday, 24th November 2008 at 10.00am (WST) and at any adjournment of that meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.**

## Voting directions to your proxy – please mark ✓ to indicate your directions

Ordinary Business		FOR	AGAINST	ABSTAIN*
Resolution 1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-Election of Mr Barry Bolitho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Re-Election of Mr Michael Marriott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for resolutions 1 to 3, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of a second proxy (see instructions overleaf).

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form.  %

**PLEASE SIGN HERE - This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented**

Individual or Member 1	Member 2	Member 3
<input type="text"/>	<input type="text"/>	<input type="text"/>

Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

**Please return this Proxy Form to the Company's Registered Office**

Nissen Kestel Harford, PO Box 8281 Subiaco WA 6904 or  
Facsimile on +618 9 367 8812.

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## How to complete this proxy form

### Your Name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company.

### Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### Voting entitlements

In accordance with the Corporations Act, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 10.00am (WDST) on Saturday, 22nd November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the attached proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting

### Appointment of a Second Proxy

You are entitled to appoint up to two 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 Ross Kestel on +61 (08) 9426 8300 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney:	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.
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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of Annual General Meeting or may be obtained from the company's share registry.

### Lodging your proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 10.00am WDST on Saturday, 22 November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the company's registered office at

c/- Nissen Kestel Harford  
Level 2 Spectrum  
100 Railway Road, Subiaco WA 6008  
PO Box 8281 Subiaco WA 6904

or sent by facsimile to the registered office on +61 (08) 9367 8812.

**Jabiru Metals Limited  
ABN 51 060 620 751**

**Appointment of Corporate Representative**

***Please return this Appointment Form to the Company's Registered Office***

*Nissen Kestel Harford  
PO Box 8281 SUBIACO WA 6904  
Or  
Facsimile on +61 8 9367 8812.*

**Shareholder Details**

This is to certify that by a resolution of the directors of:

\_\_\_\_\_ ACN \_\_\_\_\_  
(Insert Company Name)

\_\_\_\_\_  
(Insert Address)

The Company has appointed:

\_\_\_\_\_  
(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of Jabiru Metals Limited ACN 060 620 751 to be held on Monday, 24<sup>th</sup> November 2008 at 10:00am (WDST) and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this      day of              2008

Executed by

ACN  
in accordance with section 127 of the *Corporations Act*  
2001:

.....  
Director

.....  
Director/Secretary

.....  
Name of Director

.....  
Name of Director/Secretary

Ground Floor, 1205 Hay Street  
West Perth WA 6005

T: +61 8 9426 8300

F: +61 8 9426 8399

E: [info@jabirumetals.com.au](mailto:info@jabirumetals.com.au)

[www.jabirumetals.com.au](http://www.jabirumetals.com.au)

PO Box 1114

West Perth WA 6872



**Jabiru Metals**  
LIMITED