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## **JACKA RESOURCES LIMITED**

**ABN 79 140 110 130**

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

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**TIME:** 10.00am (WST)  
**DATE:** Wednesday, 20 October 2010  
**PLACE:** Level 2, 35 Richardson Street  
WEST PERTH WA 6005

***This Notice of Annual General 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 Annual General Meeting please do not hesitate to contact the Company Secretary on (08) 9388 8041.***

# Jacka Resources Limited

ABN 79 140 110 130

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

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# Jacka Resources Limited

ABN 79 140 110 130

## NOTICE OF ANNUAL GENERAL MEETING

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### Time and Place of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of Jacka Resources Limited (the “Company”) will be held at Level 2, 35 Richardson Street, WEST PERTH WA 6005 on 20 October 2010 at 10.00 am.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered.

### AGENDA

#### ORDINARY BUSINESS

##### Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2010, together with the directors’ report and the auditor’s report.

#### RESOLUTIONS

##### Resolution 1 – Adoption of Remuneration Report (Non-binding)

To consider and, if thought fit, to pass, with or without modification, the following non-binding resolution:

***“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2010 .”***

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

##### Resolution 2 – Re-election of Mr Richard Aden

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

***“That, Mr Richard Aden, being a Director, appointed on 20 October 2009, retires in accordance with clause 11.11 of the Constitution and, being eligible, is hereby re-elected as a Director.”***

##### Resolution 3 – Re-election of Mr Brett Smith

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

***“That, Mr Brett Smith, being a Director, appointed on 20 October 2009, retires in accordance with clause 11.11 of the Constitution and, being eligible, is hereby re-elected as a Director.”***

##### Resolution 4 – Re-election of Mr Scott Spencer

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

***“That, Mr Scott Spencer being a Director, appointed on 9 November 2009, retires in accordance with clause 11.11 of the Constitution and, being eligible, is hereby re-elected as a Director.”***

##### Resolution 5 – Re-election of Mr Stephen Brockhurst

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

***“That, Mr Stephen Brockhurst being a Director, appointed on 20 October 2009, retires in accordance with clause 11.11 of the Constitution and, being eligible, is hereby re-elected as a Director.”***

# Jacka Resources Limited

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## NOTICE OF ANNUAL GENERAL MEETING (Cont)

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### Resolution 6 – Ratification of Previous Placement of Shares

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

***"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the allotment and issue of 3,950,000 Shares to sophisticated investors, on the date and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting."***

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by placement allottees and any associate of such allottee. However the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) 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.

### Resolution 7 - Approval to the Future Placement of Shares

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

**"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 16,050,000 Shares at \$0.20 per Share and otherwise on the terms set out in the Explanatory Statement."**

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any associates of those persons. However the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) 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.

### Resolution 8 – Appointment of Auditor

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

**"That, for the purposes of section 327B of the Corporations Act and for all other purposes, RLF Bentleys, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company."**

Short Explanation: Section 327B of the Corporations Act 2001 provides that a public company must appoint an auditor at its first annual general meeting. Pursuant to Section 328 of the Corporations Act 2001, RLF Bentleys, has been nominated by a Shareholder of the Company and has consented to act as auditors of the Company.

# Jacka Resources Limited

ABN 79 140 110 130

## NOTICE OF ANNUAL GENERAL MEETING (Cont)

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### PROXIES

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. A proxy need not be a member of the Company.
2. In order to vote on behalf of a company that is a shareholder of Jacka Resources, a valid Power of Attorney in the name of the attendee, must be either lodged with the Company prior to the Meeting, or be presented at the Meeting before registering on the attendance register for the Meeting.
3. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Suite 33, 22 Railway Road, SUBIACO WA 6008, or by facsimile (61 8) 9388 8042 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
4. An instrument appointing a proxy:
  - a) shall be in writing under the hand of the appointor or of his attorney, or if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
  - b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
  - c) shall be deemed to confer authority to demand or join in demanding a poll; and
  - d) shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act 2001 and the Listing Rules;

### VOTING EXCLUSION

Where a voting exclusion applies, 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.

### ATTENDANCE AND VOTING ELIGIBILITY

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that Shares held at 10.00 am WST on 18 October 2010 will be taken, for the purposes of this Annual General Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD



**Richard Aden**

**Executive Director**

Dated: 20 September 2010

### Enquiries

All enquiries in relation to the contents of the Notice of Annual General Meeting or Explanatory Statement should be directed to the Company's Executive Director, Mr Richard Aden or Company Secretary, Mrs Amanda Wilton-Heald (Telephone: +61 8 9388 8041).

# Jacka Resources Limited

ABN 79 140 110 130

## EXPLANATORY STATEMENT

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This Explanatory Statement 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 **Level 2, 35 Richardson Street, WEST PERTH WA 6005 on 20 October 2010 at 10.00 am.**

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 Annual General Meeting.

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### **1. RESOLUTION 1 – Remuneration report (Non-binding Resolution)**

Section 249L(2) of the Corporations Act requires the Company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Act requires that the Director's seek approval of the Remuneration Report relating to Director's and nominated executive employees as contained within the Company's Annual Report from Shareholders at the Annual General Meeting.

However, in accordance with section 250R(3) of the Act, Shareholders should note that Resolution 1 is an "advisory only" resolution and does not bind the Directors or the Company. The Directors will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Remuneration Report is contained in the Company's 2010 Annual Report. Copies of the Remuneration Report may also be obtained by contacting the Company on (08) 9388 8041.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors, secretaries and senior managers of the Company;
- b) discussion of the relationship between such policy and the Company's performance; and
- c) the prescribed details in relation to the remuneration of each Director and certain executives.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Act, will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

# Jacka Resources Limited

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## **2. RESOLUTION 2 – Re-election of Mr Richard Aden**

Clause 11.11 of the Constitution provides that any Director appointed under clause 11.10 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Richard Aden, who was appointed on 20 October 2009, seeks re-election in accordance with clause 11.11 of the Constitution.

Details regarding Mr Richard Aden are set out in the 2010 Annual Report.

The Directors recommend the re-election of Mr Richard Aden.

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## **3. RESOLUTION 3 – Re-election of Brett Smith**

Clause 11.11 of the Constitution provides that any Director appointed under clause 11.10 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Brett Smith, who was appointed on 20 October 2009, seeks re-election in accordance with clause 11.11 of the Constitution.

Details regarding Mr Brett Smith are set out in the 2010 Annual Report.

The Directors recommend the re-election of Mr Brett Smith.

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## **4. RESOLUTION 4 – Re-election of Scott Spencer**

Clause 11.11 of the Constitution provides that any Director appointed under clause 11.10 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Scott Spencer, who was appointed on 9 November 2009, seeks re-election in accordance with clause 11.11 of the Constitution.

Details regarding Mr Scott Spencer are set out in the 2010 Annual Report.

The Directors recommend the re-election of Mr Scott Spencer.

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## **5. RESOLUTION 5 – Re-election of Stephen Brockhurst**

Clause 11.11 of the Constitution provides that any Director appointed under clause 11.10 of the Constitution holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Stephen Brockhurst, who was appointed on 20 October 2009, seeks re-election in accordance with clause 11.11 of the Constitution.

Details regarding Mr Stephen Brockhurst are set out in the 2010 Annual Report.

The Directors recommend the re-election of Mr Stephen Brockhurst.

# Jacka Resources Limited

ABN 79 140 110 130

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## 6. RESOLUTION 6 – Ratification of Previous Placement

Resolution 6 seeks Shareholder ratification of the issue of 3,950,000 Shares on the terms set out below.

### 6.1 Background to Resolution 6

On 20 September 2010 the Company issued 3,950,000 ordinary shares to sophisticated investors of Barclay Wells and Patersons Securities. The Shares were issued at a price of \$0.20 each.

The Company was not required to obtain Shareholder approval for this issue as the sophisticated investors are not a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

### 6.2 ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 6 to allow the Company to ratify the issue and allotment of the 3,950,000 ordinary shares to sophisticated investors pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued Shares without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 6 in accordance with ASX Listing Rule 7.5:

- the number of securities allotted by the Company was 3,950,000 Shares;
- the Shares were issued and allotted on 20 September 2010;
- the Shares were issued at an issue price of \$0.20 per Share;
- the issued Shares are fully paid ordinary shares and rank equally with the existing Shares on issue;
- the allottees of the Shares were sophisticated investors from Barclay Wells and Patersons Securities, whom were unrelated to the Company; and
- a total of \$790,000 was raised from the issue of the Shares before any cost of the issue. The Company intends to use the funds raised by the issue of Shares the subject to Resolution 6 to;
- pursue existing opportunities in Tunisia;
- meet exploration commitments on WA-399-P and Tunisia;
- general working capital purposes.

# Jacka Resources Limited

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## 6.3 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 6. The Board believes that the ratification of the Share issue the subject of Resolution 6 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 6 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without shareholder approval.

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## 7. RESOLUTION 7 – Approval to the Future Placement of Shares

### 7.1 Background to Resolution 7

The Company is seeking approval under Resolution 7 for the purposes of Listing Rule 7.1 to issue up to 16,050,000 Shares for the purposes stated below and for the general working capital of the Company ("Future Placement").

### 7.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The effect of Resolution 7 will be to allow the Directors to issue the Shares pursuant to the Future Placement during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7 to allow Shareholders to assess the proposed facility for the future issue of up to 16,050,000 Shares:

- a) the maximum number of securities to be issued pursuant to the Future Placement is 16,050,000 Shares;
- b) the Shares the subject of Resolution 7 will be issued and allotted no later than three (3) months after the date of this Meeting or such later date as approved by ASX;
- c) the issue price of the Shares will be \$0.20 per Share;
- d) the allottees in respect of Resolution 7 will be sophisticated investors clients of Barclay Wells and Patersons Securities;
- e) the allottees will not be Related Parties of the Company;
- f) the Shares to be issued will rank pari-passu on allotment and issue with the existing Shares of the Company;
- g) the Shares to be issued will be allotted progressively as allottees are identified, however no Shares will be issued or allotted after the date which is three (3) months after the date of the Meeting;
- h) the Company intends to use the funds raised by the issue of Shares the subject of Resolution 7 to:

# Jacka Resources Limited

ABN 79 140 110 130

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- pursue existing opportunities in Tunisia;
  - meet exploration commitments on WA-399-P and Tunisia;
- general working capital purposes.

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## 8. RESOLUTION 8 – Appointment of Auditor

Under the Corporations Act, the Directors of the Company were required to appoint an auditor at the time of incorporation of the Company. Pursuant to the Corporations Act, the auditor so appointed holds office only until the first annual general meeting of the Company.

The Directors have considered this matter and now recommend that RLF Bentleys be appointed as auditor of the Company and that Shareholders consider this resolution at the Company's first Annual General Meeting. The Company acknowledges that RLF Bentleys have consented in writing to being appointed as the Company's auditor.

In accordance with the Corporations Act, Elizabeth Hanrahan, a Shareholder, has nominated Bentleys to be appointed auditor of the Company. A copy of that nomination is attached to the Notice of Annual General Meeting (Annexure "A").

## **GLOSSARY OF TERMS**

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In this Explanatory Statement:

<b>“Company”</b>	Jacka Resources Limited (ABN 79 140 110 130).
<b>“ASIC”</b>	Australian Securities and Investments Commission.
<b>“ASX”</b>	ASX Limited (ACN 008 624 691)
<b>“ASX Listing Rules” or “Listing Rules”</b>	The Official Listing Rules of ASX as amended from time to time.
<b>“Constitution”</b>	The Constitution of the Company
<b>“Corporations Act”</b>	The Corporations Act 2001 (Commonwealth).
<b>“Director”</b>	A director of the Company.
<b>“Meeting” or “Annual General Meeting”</b>	The Annual General Meeting of the Company to be held on 20 October 2010.
<b>“Notice of Annual General Meeting”</b>	The notice convening the Meeting, which accompanies this Explanatory Statement.
<b>“Resolutions”</b>	Resolutions in the Notice of Annual General Meeting.
<b>“Share”</b>	A fully paid ordinary share in the capital of the Company.
<b>“Shareholder”</b>	The registered holder of a Share in the Company.

**Jacka Resources Limited**  
ABN 79 140 110 130

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**ANNEXURE "A"**

**Auditor Nomination**

17 September 2010

The Directors  
Jacka Resources Limited  
PO Box 1905  
SUBIACO WA 6904

Dear Sirs

**NOMINATION OF AUDITOR**

In accordance with the provisions of section 328B of the Corporations Act, I Elizabeth Hanrahan, being a member of Jacka Resources Limited, hereby nominate RLF Bentleys for appointment as auditor of Jacka Resources Limited.

Yours faithfully



Elizabeth Hanrahan

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## PROXY FORM

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**APPOINTMENT OF PROXY  
JACKA RESOURCES LIMITED  
ABN 79 140 110 130**

### ANNUAL GENERAL MEETING

I/We   
of   
being a member of Jacka Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR ☐ the Chair of the Annual General Meeting as your 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, as the proxy sees fit, at the Annual General Meeting to be held at Level 2, 35 Richardson Street at 10.00am (WST) on Wednesday 20 October 2010, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

☐ If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 to 8** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions **1 to 8** and that votes cast by the Chair of the Annual General Meeting for Resolutions **1 to 8** other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions **1 to 8** and your votes will not be counted in calculating the required majority if a poll is called on Resolutions **1 to 8**.

**OR**

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### 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 Mr Richard Aden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Brett Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Scott Spencer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Mr Stephen Brockhurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of Previous Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to the Future Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Appointment of Auditors	<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 be counted in computing the required majority on a poll.

**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):** \_\_\_\_\_

**JACKA RESOURCES LIMITED**  
**ABN 79 140 110 130**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and vote at an 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.
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) send the proxy form by post to Jacka Resources Limited, PO Box 1905, Subiaco, Western Australia 6904; or
  - (b) by facsimile to the Company on facsimile number + 61 8 9388 8042,so that it is received not later than 10.00am (WST) on 18 October 2010.

**Proxy Forms received later than this time will be invalid.**