



30 October, 2007

The Listing Manager  
Australian Stock Exchange Limited  
Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

Dear Sirs,

**NOTICE OF ANNUAL GENERAL MEETING – 27 NOVEMBER 2007**

Please find attached hereto a copy of Notice of Annual General Meeting for 27 November 2007, including an Explanatory Memorandum and Proxy Form, forwarded to shareholders today with the Annual Report for 2007.

For and on behalf of the Board

**Mark Ashley**  
**Managing Director**

Attach



# **APEX MINERALS NL**

**ACN 098 612 974**

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**NOTICE OF ANNUAL GENERAL MEETING**

**PROXY FORM**

**EXPLANATORY STATEMENT**

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**Date of Meeting**

Tuesday, 27 November 2007

**Time of Meeting**

10.00am

**Place of Meeting**

Plaza Ballroom 3  
Hyatt Regency Hotel  
99 Adelaide Terrace, Perth  
WA 6000

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF APEX MINERALS NL ACN 098 612 974 WILL BE HELD AT PLAZA BALLROOM 3, HYATT REGENCY HOTEL, 99 ADELAIDE TERRACE, PERTH, WESTERN AUSTRALIA ON TUESDAY, 27 NOVEMBER 2007, AT 10.00 AM (WDT).

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AGENDA

BUSINESS

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

ORDINARY BUSINESS

To receive and consider the annual financial report of the Company and the related reports of the Directors and the Auditors for the financial year ended 30 June 2007.

1. **Resolution 1 - Adoption of Remuneration Report**

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 250R(2) of the Corporations Act 2001, the remuneration report forming part of the Company's 2007 Annual Report, which accompanied the notice convening this meeting, be adopted."*

2. **Resolution 2 - Re-election of Mr Stephen Lowe as a Director**

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

*"That, Mr Stephen Lowe, being a Director of the Company, retires by rotation in accordance with rule 14.8 of the Constitution of the Company and who, being eligible for re-election, and having consented to act, be, and is, hereby re-elected as a Director of the Company."*

3. **Resolution 3 - Re-election of Mr Kim Robinson as a Director**

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

*"That, Mr Kim Robinson, being a Director of the Company, retires by rotation in accordance with rule 14.8 of the Constitution of the Company and who, being eligible for re-election, and having consented to act, be, and is, hereby re-elected as a Director of the Company."*

SPECIAL BUSINESS

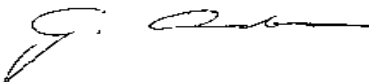
4. **Resolution 4 – Adoption of New Constitution**

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

*"That, for the purposes of section 136(2) of the Corporations Act 2001 and for all other purposes, the Company adopts a new constitution in the form as signed by the Chairman of the Annual General Meeting for identification purposes, in lieu of the existing constitution of the Company, effective at the close of the Annual General Meeting."*

BY ORDER OF THE BOARD

Dated 18 October 2007



Graham D Anderson  
Company Secretary

## **PROXY**

In accordance with section 249L of the Corporations Act 2001, members are advised:

- Each member has a right to appoint a proxy
- The proxy need not be a member of the Company
- A member who is 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

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office:  
Ground Floor  
31 Ventnor Avenue  
West Perth WA 6005

Postal Address:  
PO Box 682  
West Perth WA 6872

Facsimile Number: (08) 6311 5556

Each member entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution not later than 48 hours before the time of the commencement of the Annual General Meeting.

For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that members holding ordinary shares at 5.00 pm, 25 November 2007 will be entitled to attend and vote at the Annual General Meeting.

A Proxy Form accompanies this Notice of Meeting.

## **BODIES CORPORATE**

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at meetings of the Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on the body corporate's behalf all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

## **REQUIRED MAJORITIES**

Resolutions 1 to 3 are ordinary resolutions and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the Resolutions.

Resolution 4 is a special resolution and will be passed only if supported by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

## **INCORPORATION OF EXPLANATORY STATEMENT**

The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting, is hereby incorporated into and forms part of this Notice of Annual General Meeting.

## EXPLANATORY STATEMENT

This Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

### INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Apex Minerals NL ("**Apex**" or "**the Company**") in connection with the business to be conducted at the Annual General Meeting to be held at the Plaza Ballroom 3, Hyatt Regency Hotel, 99 Adelaide Terrace, Perth, Western Australia on Tuesday, 27 November 2007 at 10:00 am (WDT).

This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting.

### ORDINARY BUSINESS

#### Annual Financial Report

The Annual Report 2007 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2007) has been sent to all members and will be tabled at the meeting. There is no formal resolution to accept the financial statements and reports, but provision will be made for members to question the Directors and the Auditor in relation to the Annual Report 2007 should they wish to do so.

#### Resolution 1 – Adoption of Remuneration Report

The Remuneration Report which details the Company's policy on the remuneration of non-executive directors and executive directors is set out within the Directors' Report of the Company's 2007 Annual Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. The vote on the resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act.

#### Resolution 2 – To Re-elect Mr Stephen Lowe as a Director

Rules 14.8 and 15.3 of the Constitution of the Company provides that at every Annual General Meeting one-third of the Directors of the Company (other than a Managing Director or Executive Director), or if their number is not a multiple of three then the number nearest to but exceeding one-third shall retire from office and shall be eligible for re-election. A Director's retirement is effective at the end of the relevant Annual General Meeting.

Mr Lowe therefore retires effective at the end of the Annual General Meeting in accordance with the Constitution, and being eligible, has offered himself for re-election.

The Board of Directors, with Mr Lowe abstaining, recommends that members vote to approve this Resolution.

#### Resolution 3 – To Re-elect Mr Kim Robinson as a Director

Rules 14.8 and 15.3 of the Constitution of the Company provides that at every Annual General Meeting one-third of the Directors of the Company (other than a Managing Director or Executive Director), or if their number is not a multiple of three then the number nearest to but exceeding one-third shall retire from office and shall be eligible for re-election. A Director's retirement is effective at the end of the relevant Annual General Meeting.

Mr Robinson therefore retires effective at the end of the Annual General Meeting in accordance with the Constitution, and being eligible, has offered himself for re-election.

The Board of Directors, with Mr Robinson abstaining, recommends that members vote to approve this Resolution.

#### Resolution 4 – To adopt new Constitution

A company may modify or repeal its constitution or a provision of its constitution by a special resolution of shareholders. Resolution 4 is a special resolution which will enable the Company to adopt a new constitution.

The Company's current constitution was adopted upon incorporation in 2001. Since that time, there have been a number of amendments to the ASX Listing Rules, the Corporations Act 2001 and the ASTC Settlement Rules (formerly the Security Clearing House Business Rules) which need to be incorporated into the Company's constitution. In addition, the constitution has not been updated in a substantial manner since its initial adoption.

Given the number of the proposed changes which would need to be made throughout the existing constitution, it is more appropriate to adopt a new constitution than to put forward a resolution proposing amendments to the Company's existing constitution.

The changes introduced under the new constitution are primarily of an administrative nature and the Board of Directors of the Company do not believe they will have a significant impact on shareholders.

A copy of the proposed constitution has been provided to the ASX prior to the issue of this Notice of Annual General Meeting and Explanatory statement to shareholders. ASX has reviewed the proposed new constitution and confirmed that it is not inconsistent with the ASX Listing Rules.

It is not practicable to list all the changes to the constitution in this Explanatory Statement and shareholders are invited to contact the Company if they have any questions or concerns. For this purpose, a copy of the proposed new constitution is available for review by shareholders at the office of the Company and on the Company's website at [www.apexminerals.com.au](http://www.apexminerals.com.au). A copy will be available for inspection at the meeting. A copy of the proposed new constitution will also be sent to shareholders on request prior to the meeting free of charge.

Adoption of a new constitution will provide consistency between the Company's constitution and the ASX Listing Rules/Corporations Act 2001.

**APEX MINERALS NL  
ACN 098 612 974**

31 Ventnor Avenue, West Perth, WA, 6005  
PO Box 682 West Perth, WA, 6872

**PROXY FORM**

**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Email Address: .....

Contact Name (if different from above): .....

**Appointment of Proxy**

I/We being a shareholder/s of Apex Minerals NL and entitled to attend and vote hereby appoint

The Chairman of the meeting **OR**

(mark with an 'X')

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 Apex Minerals NL to be held at Plaza Ballroom 3, Hyatt Regency Hotel, 99 Adelaide Terrace, Perth WA, 6000 on 27 November 2007 at 10:00am WDT and at any adjournment of that meeting.

**IMPORTANT: FOR ITEMS BELOW.** If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on the items below, please place a mark in the box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the following items and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of all items.

**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 Stephen Lowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Kim Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>OR</b> If you do NOT wish to direct your Proxy how to vote			<input type="checkbox"/>

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

\*Appointment of a second proxy (see instructions attached).

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

\*In addition to the intention advised above, the Chairman of the Annual General Meeting intends to vote undirected proxies in favour of each item of business.

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

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

## HOW TO COMPLETE THE PROXY FORM

### 1. Shareholder Details

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

### 2. 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.

### 3. Votes on Items of Business

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

### 4. 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 the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### 5. 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 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

### Lodgement of a Proxy

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 on 10:00 am (WDT) on 27 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged

- by delivery or facsimile

Registered Office:  
Apex Minerals NL  
Ground Floor  
31 Ventnor Avenue  
West Perth WA 6005

Postal Address:  
Apex Minerals NL  
PO Box 682  
West Perth WA 6872

Facsimile (within Australia) (08) 6311 5556  
Facsimile (outside Australia) +61 8 6311 5556