

APEX MINERALS NL

ACN 098 612 974

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

EXPLANATORY STATEMENT

Date of Meeting

Friday, 26 November 2010

Time of Meeting

10:00am

Place of Meeting

Freshwater Bay Room
Hyatt Regency Perth
99 Adelaide Terrace
Perth WA 6000

This Notice of Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

APEX MINERALS NL
ACN 098 612 974

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting (“AGM”) of the shareholders of Apex Minerals NL (“Company”) will be held at 10:00am (Perth time) on Friday 26 November 2010 at the Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia.

AGENDA

BUSINESS

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

ORDINARY BUSINESS

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors’ Report and the Independent Audit Report for the financial year ended 30 June 2010.

Unless the Company’s Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2010, on the website of the Company (www.apexminerals.com.au), under “Investor Relations” and then under “Annual Report.”

B. QUESTIONS AND COMMENTS

Following the consideration of Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (A) the conduct of the audit;
- (B) the preparation and content of the Independent Audit Report;
- (C) the accounting policies adopted by the Company in relation to the preparation of the Financial Report; and
- (D) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

C. ITEMS FOR APPROVAL

Resolution 1: Re-election of Robin Lee Sing Leung

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

“That, Mr Robin Lee Sing Leung, being a Director of the Company appointed in accordance with rule 14.6 and who retires in accordance with rules 14.3 and 14.6 of the Constitution of the Company, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

Resolution 2: Re-election of Kim Robinson

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

“That, Mr Kim Robinson, being a Director of the Company and who retires in accordance with rule 14.3 of the Constitution of the Company, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

Resolution 3: Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment the following resolution as an advisory resolution of shareholders of the Company:

“That, for the purposes of section 250R(2) of the Corporations Act 2001, the remuneration report for the year ended 30 June 2010 (forming part of the Directors’ Report) is adopted.”

Note: The vote on the resolution is advisory only and does not bind the Directors or the Company.

Resolution 4: Ratification of Shares Issued (Placement)

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the Company ratifies the issue of 250,000,000 ordinary shares at \$0.02 per share on 10 August 2010 on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by persons or entities who participated in the share placement, and their associates.

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 5: Non-Executive Directors' Fees

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

“That, for the purposes of ASX Listing Rule 10.17, the Constitution of the Company and for all other purposes, the maximum aggregate fees payable by the Company to the Non-Executive Directors of the Company be increased by \$150,000, from \$150,000 per annum to \$300,000 per annum, with effect from 1 July 2010, to be divided amongst the Non-Executive Directors in such proportion and manner as the Directors determine or, in default of agreement between them, in equal shares.”

Voting Exclusion Statement

In accordance with Listing Rules 10.17 and 14.11, the Company will disregard any votes cast on Resolution 5 by a Director and by an associate of the Director.

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.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution of the Company and the Corporations Act 2001.

By Order of the Board



Adrian Di Carlo
Company Secretary
18 October 2010

ENTITLEMENT TO ATTEND AND VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations the Board has determined that persons who are registered holders of shares of the Company as at 4:00pm (Perth time) on Wednesday 24 November 2010 will be entitled to attend and vote at the AGM.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by proxy

In accordance with section 249L of the Corporations Act 2001, if you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. A personalised proxy form is included with this notice of meeting. The Company encourages shareholders appointing a proxy to consider how they wish to direct the proxy to vote. Should any resolution other than those specific in this notice be proposed at the AGM a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they will be directed not to vote on the shareholder's behalf on a poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the share registry of the Company no later than 10.00am (Perth time) on Wednesday 24 November 2010. Proxies must be received before that time by one of the following methods:

- | | |
|---------------|--|
| Online: | Go to www.linkmarketservices.com.au
Select the 'Proxy Voting' option on the top right of the home page. Select Apex Minerals NL from the drop down menu titled "Issuer", enter your holding details as shown on your proxy form and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Security Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of your Proxy Form). You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website. |
| By post: | Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 |
| By facsimile: | In Australia (02) 9287 0309
Form outside Australia +61 2 9287 0309 |
| By delivery: | Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000 |

Voting by attorney

If the proxy form is signed by an attorney, the proxy form and the original power of attorney (or other authority) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (Perth time) on Wednesday 24 November 2010 by one of the methods described above.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements in section 250D of the Corporations Act 2001. The representative should bring to the AGM evidence of his or her appointment as the body corporate's representative, including any authority under which the appointment is signed. 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.

Shareholders can download and fill out the 'Appointment of Corporate Representation' form from the website of the share registry of the Company:

www.linkmarketservices.com.au/public/forms/general.html

Attending the meeting

If you attend the AGM, please bring your personalised proxy form with you to assist with registration. If you do not bring your form with you, you will still be able to attend and vote at the meeting but you will need to verify your identity.

Shareholder questions

If you wish a question to be put to the Chairman of the AGM or the Company's Auditor and you are not able to attend the AGM, please email your question to the Company Secretary at adrian.dicarlo@apexminerals.com.au.

To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00 pm (Perth time) five business days prior to the AGM.

The Company will attempt to respond to as many of the more frequently asked questions as possible at the AGM. In the event a large number of questions are received, we will not be replying on an individual basis.

REQUIRED MAJORITIES

Resolutions 1 to 5 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.

INCORPORATION OF EXPLANATORY STATEMENT

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

APEX MINERALS NL
ACN 098 612 974

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the 2010 Annual General Meeting (“AGM”) to be held at 10:00am (Perth time) on Friday 26 November 2010 at the Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia.

The Directors recommend that shareholders read this Explanatory Statement in conjunction with the accompanying Notice of Meeting before determining whether or not to support the resolutions set out below (“Resolution”).

All of the resolutions to be voted on are ordinary resolutions. In order to be passed, an ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

ORDINARY BUSINESS

The Annual Report 2010 (including the Financial Report, Directors’ Report and Independent Audit Report for the financial year ended 30 June 2010) is available from the Company’s website 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 2010 should they wish to do so.

Resolution 1: Re-election of Robin Lee Sing Leung

Mr Robin Lee Sing Leung was appointed by the Directors of the Company as a Non-Executive Director of the Company on 17 February 2010 in accordance with rule 14.6 of the Constitution of the Company (the “Constitution”). Pursuant to rules 14.3 and 14.6 of the Constitution and the Australian Securities Exchange (ASX) Listing Rules a Director appointed as an addition to the Board must not hold office without re-election past the next AGM. Accordingly, Mr Lee will retire at the end of the AGM and, being eligible, offers himself for re-election as a Director at the AGM.

Mr Lee has over 25 years’ experience in financial, mergers and acquisitions advisory, and banking and financing in Hong Kong, China and South Africa, much of which has been focused on the Chinese mineral mining industry.

Mr Lee is the Chairman of SSC Mandarin Financial Services Limited, a corporate finance advisory firm registered under the Hong Kong Securities and Futures Ordinance that provides financial advice to international companies with respect to mining industry acquisitions in China. In this capacity, Mr Lee has been active in several restructuring and financing projects relating to the gold and other minerals mining industries in the People’s Republic of China (PRC) and has assisted several PRC enterprises in listing on the Hong Kong and Singapore stock exchanges. Prior to founding the SSC Mandarin Group, Robin was the General Manager of Nedcor Asia Limited (“Nedcor”), a Hong Kong restricted licensed bank which parent group is one of the three largest commercial banks in South Africa. While at Nedcor, Robin played a leading role for a prominent PRC corporation in its then largest overseas acquisition of a chrome mine in South Africa. He also served as Chief Representative of Nedcor’s Chinese banking affiliate where he established a business network in China and South Africa and assisted mining companies in identifying acquisition targets and business opportunities in China and South Africa. Mr Lee was an

executive director with Hong Kong based Grand T G Gold Holdings which is a substantial shareholder in the Company.

The Directors, with Mr Robin Lee Sing Leung abstaining, recommend shareholders vote in favour of this Resolution.

Resolution 2: Re-election of Kim Robinson

The ASX Listing Rules and the Constitution require that the Company hold an election of Directors at least once per year. Rule 14.3 of the Constitution requires that at least one third (or if that is not a whole number, the next lowest whole number nearest to one third) of the Directors, excluding a Director appointed since the last AGM, if any, and excluding the Managing Director and any Alternate Director, must retire each year. In addition, any Director who, if that Director did not retire at an AGM, would at the next AGM have held that office for more than three years must also retire. The retiring Director is then eligible to offer themselves for re-election by the shareholders. A Director's retirement is effective at the end of the relevant Annual General Meeting.

Mr Kim Robinson commenced as a Director of the Company on 18 April 2006. As the longest serving Director available for retirement, Mr Robinson will retire by rotation at the end of the AGM and, being eligible, offers himself for re-election as a Director at the AGM.

Mr Kim Robinson is a founding Director of Kagara Limited and its current Executive Chairman. Mr Robinson graduated from the University of Western Australia in 1973 with a degree in Geology and has 36 years' experience in the minerals exploration and mining industries, including 10 years as Executive Chairman of Forrestania Gold NL. Mr Robinson is also the Non-Executive Chairman of Carbon Energy Limited.

The Directors, with Mr Kim Robinson abstaining, recommend shareholders vote in favour of this resolution.

Resolution 3: Remuneration Report

Section 250R(2) of the Corporations Act 2001 requires shareholders to vote on an advisory resolution that the Remuneration Report be adopted. The vote on the resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel that includes Directors (identified for the purposes of the Accounting Standards) and other Apex Minerals employees. The Remuneration Report is included within the Company's 2010 Annual Report.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors recommend shareholders vote in favour of this Resolution.

Resolution 4: Ratification of Shares Issued (Placement)

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact, so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 4 is seeking shareholder ratification for the issue of 250,000,000 ordinary shares which were issued by the Company on 10 August 2010 (without shareholder approval).

Although the issue of these shares was within the 15% limit permitted by ASX Listing Rule 7.1, the Company requests that shareholders ratify the issue of the shares the subject of Resolution 4 pursuant to ASX Listing Rule 7.4 in order to reset the Company's ability to issue up to 15% of its equity securities under ASX listing Rule 7.1.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 250,000,000 shares were issued in total.
- The shares were issued at \$0.02 per share.
- The shares are ordinary fully paid shares.
- The shares were issued and allotted on 10 August 2010.
- The shares have been allotted to a range of institutional and sophisticated investors.
- The proceeds of the issue were and are being used to fund a series of operational improvements at the Company's Wiluna mine, including the acquisition of equipment, infrastructure and for working capital required as a result of the Company taking over the underground fleet maintenance role at Wiluna in July 2010 (which was previously undertaken by a contractor).
- A Voting Exclusion Statement with respect to this resolution is contained in the Notice of Meeting.

The Directors recommend shareholders vote in favour of this Resolution.

Resolution 5: Non-Executive Directors' Fees

ASX Listing Rule 10.17 provides that a listed company must not increase the total amount of Directors' fees payable by it or any of its subsidiaries without the approval of shareholders. Listing Rule 10.17 does not apply to executive directors of a company.

Clause 15.1 of the Constitution provides that the aggregate fees of Non-Executive Directors must not be greater than the aggregate amount last fixed by ordinary resolution by the shareholders in general meeting. The Constitution also provides that this amount is to be allocated to those Non-Executive Directors as determined by the board of Directors (including those Non-Executive Directors), or if there is no such determination in any year, then equally between them.

The current maximum aggregate fee amount payable to Non-Executive Directors is \$150,000 per annum, as stated in the Company's prospectus dated 30 April 2002. The Company has not requested that shareholders increase this maximum aggregate fee amount since the Company became a listed company on the ASX in June 2002.

For the purposes of Clause 15.1 of the Constitution and ASX Listing Rule 10.17, shareholder approval is sought to increase the maximum aggregate fees payable by the Company to the Non-Executive Directors by \$150,000 per annum, from \$150,000 per annum to \$300,000 per annum. This is an aggregate amount which is divided among all of the Non-Executive Directors in accordance with clause 15.1 of the Constitution and is not the amount payable to each Non-Executive Director.

The Directors have no current intention to utilise the full amount of \$300,000 to be approved by shareholders, and the Directors do not intend to increase the fees paid to the current Non-Executive Directors for the current financial year.

The current fees to be paid to the incumbent Non-Executive Directors for the current financial year ended 30 June 2011 will total approximately \$115,000, thereby placing a constraint on fees that are allowed to be paid if additional Non-Executive Directors are to be appointed (given the current \$150,000 aggregate fee limit).

The Directors consider that the proposed increase in the maximum aggregate fees payable to Non-Executive Directors is justifiable for the following reasons:

- the proposed increase in the maximum fees payable will assist the Company in attracting and retaining Directors with the appropriate skills and experience to further develop the Company and its assets;
- the proposed increase will provide the Company with the flexibility to appoint and remunerate additional Directors, which the Board considers will be required to assist the Company to increase production efficiencies and develop its resource portfolio through further exploration initiatives;
- the proposed increase in the fee limit reflects prevailing market practice in respect of remuneration of Non-Executive Directors for comparable, emerging gold producing companies;
- the need to structure the Board to add value and continue the Company's objectives to become a significant gold producer; and
- the proposed increase will appropriately remunerate and recognise the efforts of the incumbent Board who are responsible for the Company's recent production improvements.

Each Director has an interest, either immediately or contingently, in Resolution 5 and refrains from making any recommendation as to how shareholders should vote on the Resolution.

A Voting Exclusion Statement with respect to this resolution is contained in the Notice of Meeting.



By mail:
Apex Minerals NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 2 8280 7111



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Apex Minerals NL and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (Perth time) on Friday, 26 November 2010, at Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Re-election of Robin Lee Sing Leung	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Ratification of Shares Issued (Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Kim Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you mark the Abstain box for a particular Item, 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.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the 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 Item 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, 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 Item 5 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AXM PRX002



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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 shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. 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. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

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 and return them both together.

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 shares 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.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (Perth time) on Wednesday, 24 November 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Apex Minerals NL
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**