

24 October 2011

Company Announcements Office  
Australian Securities Exchange Limited  
Level 5, Riverside Centre  
**BRISBANE QLD 4000**

**Annual General Meeting – 24 November 2011**

Global Resources Corporation Limited confirms that its Annual General Meeting is to be held on Thursday, 24 November 2011, commencing at 10:30am. The meeting will be held at the offices of Norton Rose Australia located at Level 17, 175 Eagle Street, Brisbane.

The formal Notice of meeting is being mailed to all shareholders today, together with the proxy form. A copy of these documents accompanies this release.

Yours Sincerely



Barry Casson  
Company Secretary/Finance Director  
**Global Resources Corporation Limited**

Enquiries should be made to:

Simon Finnis  
Managing Director  
[simon.finnis@grcl.com.au](mailto:simon.finnis@grcl.com.au)  
Mobile: 0418 695 138

## Notice of Annual General Meeting

Global Resources Corporation Limited ACN 122 162 396

# Notice of Annual General Meeting

Global Resources Corporation Limited **ACN 122 162 396**

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Notice is given that the annual general meeting of Global Resources Corporation Limited (**Company**) will be held at:

<b>Location</b>	The offices of Norton Rose Australia Level 17, 175 Eagle Street, Brisbane. Queensland. 4000
<b>Date</b>	Thursday 24 November 2011
<b>Time</b>	10:30 am (Brisbane time)

## **AGENDA**

### **General Business**

#### **Accounts and Reports**

To receive and consider the Financial Report of the Company for the period 1 July 2010 to 30 June 2011, together with the reports by directors and auditors thereon.

#### **Ordinary Business**

##### **Re-election of Director (Stephen Everett)**

To consider, and if in favour, pass the following as an ordinary resolution:

- 1 'That Mr Stephen Craig Everett, who retires in accordance with the Constitution of the Company, and having offered himself for re-election and being eligible, is re-elected as a director of the Company.'

##### **Adoption of Remuneration Report**

To consider, and if in favour, pass the following resolution under section 250R(2) *Corporations Act 2001* (Cth):

- 2 'That the Remuneration Report contained in the 2011 Annual Report be adopted by the Company.'

##### *Voting Exclusion Statement*

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (A) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (B) a closely related party of such member.

However, a person described above may cast a vote on Resolution 2 if:

- (C) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 2; and
- (D) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

This resolution will be decided as if it were an ordinary resolution. However, under section 250R(3) of the Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

Dated: 21 October 2011

By order of the board



Barry J Casson  
Company secretary

#### Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form. The completed proxy form may be lodged by any one of the following means:

**By Post:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

**By Fax:**

1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**For Intermediary Online subscribers only (custodians):**

[www.intermediaryonline.com](http://www.intermediaryonline.com)

- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any queries on how to cast your votes, call Mr Simon Finnis on + 61 7 3844 3999 during business hours.

#### Voting entitlements

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the meeting are those who are registered as shareholders on Tuesday, 22 November 2011 at 7.00pm (Sydney time).

### **How undirected proxies held by the Chairman of the meeting will be voted**

If you appoint the Chair of the Meeting as your proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the Resolutions to be considered at the Meeting, you will be deemed to have directed the Chair to vote in accordance with the voting intentions of the Chair to vote in favour of all Resolutions. You will be deemed to have acknowledged and agree that the Chair may vote in favour of Resolution 2 for the adoption of the Remuneration Report even though it is connected with the remuneration of a member of key management personnel, if you do not direct the Chair to vote otherwise.

If you appoint the Chair of the Meeting as your proxy and wish to direct the Chair how to vote on some or all of the Resolutions to be considered at the Meeting, you must complete the directed proxy part of the Proxy Form (Step 2 on the Proxy Form). If you direct the Chair to vote in favour of Resolution 2, you acknowledge and agree that the Chair may vote in favour of Resolution 2 for the adoption of the Remuneration Report even though it is connected with the remuneration of a member of key management personnel.

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each resolution.

# Explanatory memorandum

Global Resources Corporation Limited **ACN 122 162 396**

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## INTRODUCTION

- 1 This Explanatory Statement has been prepared for the information of Shareholders of Global Resources Corporation Limited in connection with the business to be conducted at the annual general meeting to be held at the offices of Norton Rose Australia, Level 17, 175 Eagle Street, Brisbane commencing at 10:30am (Brisbane time) on Thursday, 24 November 2011.
- 2 This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

## GENERAL BUSINESS

### 2011 Annual Report

- 3 In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2011 Financial Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Financial Report and making comments and raising queries in relation to the Financial Report.
- 4 Representatives from the Company's auditors, KPMG, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.
- 5 Shareholders may also submit written questions to KPMG, if the question is relevant to the content of the audit report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2011. Relevant questions for the auditor must be delivered by 5.00pm on Monday 21 November 2011. Please send any written questions for KPMG to the address listed in the proxy form attached to this notice of meeting.

## ORDINARY BUSINESS

### Re-election of Director - Resolution 1

- 6 In accordance with the requirements of the Company's Constitution and the Corporations Act 2001, each of the directors who have been appointed as director at an annual general meeting must retire by rotation.
- 7 Accordingly Mr Everett retires by rotation and being eligible, offers himself for re-election.
- 8 Mr Stephen Craig Everett, B.Eng (Chem), MAICD is the Non-executive Chairman of the Board of Directors and a member of the Company's Remuneration Committee.
- 9 Mr. Everett is a chemical engineer who has more than 35 years management experience including production and project management, marketing, corporate restructuring, debt/equity financing, and government relations. Mr. Everett's senior executive positions have included Managing Director and Chief Executive Officer of private and publicly listed companies. He was formerly Chairman of Australian Solomons Gold Limited, JMS Civil and Mining Pty Ltd and BeMaX Resources NL.

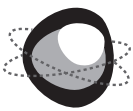
## Adoption of Remuneration Report - Resolution 2

- 10 The Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. The Remuneration Report forms part of the Financial Report issued by the Company. In line with legislation this vote is advisory only and does not bind the Directors or the Company. However the Board of the Company will take the outcome of the vote into consideration when considering the Company's remuneration policy.
- 11 The appropriate report and resolution is presented in respect of the financial year ending 30 June 2011.

## Definitions

A number of capitalised terms are used throughout this notice of meeting and explanatory memorandum. Except to the extent the context otherwise requires those capitalised terms have the meaning set out below:

<b>Term</b>	<b>Definition</b>
<b>Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited ACN 008 624 691.
<b>Company or Global Resources Corporation Limited</b>	Global Resources Corporation Limited ACN 122 162 396.
<b>Directors</b>	the directors of the Company.
<b>Listing Rules</b>	the official listing rules of ASX.



**global resources**  
**corporation** LIMITED  
 ACN 122 162 396

000001 000 GRM  
 MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030



**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia

Alternatively you can fax your form to  
 (within Australia) 1800 783 447  
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 552 270  
 (outside Australia) +61 3 9415 4000

**Proxy Form**

**For your vote to be effective it must be received by 10:30am (Brisbane time) Tuesday 22 November 2011**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged 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, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark  to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Global Resources Corporation Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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 Global Resources Corporation Limited to be held at the offices of Norton Rose Australia, Level 17, 175 Eagle Street, Brisbane, Queensland, 4000 on Thursday, 24 November 2011 at 10:30am (Brisbane time) and at any adjournment of that meeting.

**Important for Resolution 2 (Adoption of Remuneration Report)** - If the Chairman of the Meeting is your proxy or is appointed as your proxy, by default, and you do not specify in Step 2 below the manner in which you wish the Chairman to vote on the resolutions to be considered at the meeting, you will be deemed to have directed the Chairman to vote in accordance with the voting intentions of the Chairman set out in the notice of meeting and explanatory statement which accompanies this proxy form, that is:

- Resolution 1: Re-election of Director - Mr Stephen Everett - FOR
- Resolution 2: Adoption of Remuneration Report - FOR

If you appoint the Chairman of the meeting as your proxy and wish to direct the Chairman how to vote on some or all of the resolutions to be considered at the meeting, you must complete Step 2 below. If you do not complete Step 2 below, you acknowledge and agree that the Chairman may vote in favour of Resolution 2 even though it is connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of Resolution 2 and that votes cast by the Chairman, other than as proxyholder, would be disregarded because of that interest. Please note, you can direct the Chairman of the Meeting to vote For, Against or Abstain from voting on Resolution 2 by marking the appropriate box in Step 2 below.

### STEP 2

#### Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

#### ORDINARY BUSINESS

For Against Abstain

	For	Against	Abstain
Resolution 1 Re-election of Director - Mr Stephen Craig Everett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date

\_\_\_\_/\_\_\_\_/\_\_\_\_

GRM

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