
CASSINI RESOURCES LIMITED

ACN 149 789 337

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at 945 Wellington Street, West Perth, Western Australia on Thursday 31 January 2013 at 10.00 am (WST).

This Notice of 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 accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9322 7600.

CASSINI RESOURCES LIMITED

ACN 149 789 337

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Cassini Resources Limited (**Company**) will be held at 945 Wellington Street, West Perth, Western Australia on Thursday 31 January 2013 at 10.00 am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 29 January 2013 at 5.00 pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Ratification of Prior Placement

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Directors of 7,637,500 Shares (**Prior Placement Shares**) each at an issue price of \$0.08 per Share on the terms and conditions as set out in the Explanatory Memorandum accompanying this Notice (**Prior Placement**).”*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the Prior Placement and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

2. Resolution 2 – Authority for Mr Richard Bevan to participate in the Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Richard Bevan and/or his nominees to participate in the Placement to the extent of up to 526,711 Shares each at an issue price of \$0.08 on the terms and conditions in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Richard Bevan and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

3. Resolution 3 – Authority for Mr Mike Young to participate in the Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Mike Young and/or his nominees to participate in the Placement to the extent of up to 448,413 Shares each at an issue price of \$0.08 on the terms and conditions in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Mike Young and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

4. Resolution 4 – Authority for Mr Greg Miles to participate in the Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Greg Miles and/or his nominees to participate in the Placement to the extent of up to 125,000 Shares each at an issue price of \$0.08 on the terms and conditions in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Greg Miles and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

5. Resolution 5 – Authority for Mr David Johnson to participate in the Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr David Johnson and/or his nominees to participate in the Placement to the extent of up to 158,338 Shares each at an issue price of \$0.08 on the terms and conditions in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr David Johnson and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

6. Resolution 6 – Authority for Mr Phil Warren to participate in the Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Phil Warren and/or his nominees to participate in the Placement to the extent of up to 141,538 Shares each at an issue price of \$0.08 on the terms and conditions in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Phil Warren and his nominees, and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

Dated 28 December 2012

BY ORDER OF THE BOARD



Mr Steven Wood
Company Secretary

CASSINI RESOURCES LIMITED

ACN 149 789 337

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 945 Wellington Street, West Perth, Western Australia on Thursday 31 January 2013 at 10.00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Resolution 1 – Ratification of Prior Placement

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 for ratification of the Prior Placement. The Company completed the Prior Placement on 19 December 2012 and subsequently issued 7,637,500 Shares each at an issue price of \$0.08 per Share to professional and sophisticated investors to raise \$611,000 before costs.

The Prior Placement Shares were issued within the Company's combined 15% limit permitted under Listing Rule 7.1 and the additional 10% placement facility approved by Shareholders at the Company's Annual General Meeting held on 22 November 2012 pursuant to Listing Rule 7.1A, without the need for Shareholder approval.

Listing Rule 7.4 provides an exception to Listing Rule 7.1 that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1.

The effect of Shareholders passing Resolution 1 ratifying the issue of the Prior Placement Shares will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months and to allow the Shares issued under Listing Rule 7.1A to be counted in the calculation of the Company's 15% capacity under Listing Rule 7.1 going forward.

Resolution 1 is an ordinary resolution.

3.1 Specific information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Prior Placement Shares is provided as follows:

- (a) The number of Prior Placement Shares issued by the Company was 7,637,500 Shares
- (b) The Prior Placement Shares were issued at \$0.08 per Share.
- (c) The Shares issued were fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Prior Placement Shares were issued to professional and sophisticated investors who are not related parties of the Company.
- (e) The funds raised from the issue of the Prior Placement Shares will be used to progress exploration at the Company's West Musgrave Project. This will commence with an airborne electro-magnetic (**VTEM**) survey over identified anomalies. If the VTEM survey confirms the magnetic anomalies as conductors, ground EM surveys will be used to further define potential drilling targets. If mineralisation is confirmed by the ground EM surveys, the Company proposes to conduct an initial RC drilling program of priority targets. The EM surveys may also be expanded to cover other regions in the Company's land holding if results from the initial EM surveys are positive.
- (f) A voting exclusion statement is included in the Notice.

4. Resolutions 2 – 6 Authority for Directors to participate in the Placement

The Company intends to undertake a placement to the Directors of up to 1,400,000 Shares each at an issue price of \$0.08 to raise \$112,000 before costs (**Placement**). Funds raised will be used to support the exploration program at the Company's West Musgrave Project as outlined at 3.1(e) above. Resolutions 2 - 6 seek Shareholder approval pursuant to Listing Rule 10.11 for the Directors and/or their nominees to subscribe for a total of up to 1,400,000 Shares (**Placement Shares**) pursuant to the Placement.

Shareholder approval is required under Listing Rule 10.11 because the Directors are related parties of the Company.

Furthermore, Shareholder approval of the issue of the Placement Shares to the Directors means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 2-6 are ordinary resolutions.

4.1 Specific Information Required by Listing Rule 10.13

For the purposes of Listing Rule 10.13 information regarding the issue of the Placement Shares is provided as follows:

- (a) The Placement Shares will be issued to the Directors, Mr Richard Bevan, Mr Mike Young, Mr Greg Miles, Mr David Johnson and Mr Phil Warren and/or their nominees.
- (b) The maximum number of Shares the Company can issue to each of the Directors and/or their nominees under Resolutions 2 - 6 is as follows:
 - (i) Mr Richard Bevan – 526,711 Shares;
 - (ii) Mr Mike Young – 448,413 Shares;
 - (iii) Mr Greg Miles – 125,000 Shares;
 - (iv) Mr David Johnson – 158,338 Shares; and
 - (v) Mr Phil Warren – 141,538 Shares.
- (c) The Shares to be issued are ordinary shares and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares will each be allotted at an issue price of \$0.08 per Share.
- (e) The funds raised from the issue of the Placement Shares will be used to support the exploration program at the Company's West Musgrave Project as outlined at 3.1(e) above, including allowing for any contingencies or additional working capital that may be required, based on on-going, staged exploration results.
- (f) The Company will issue and allot the Placement Shares to the Directors and/or their nominees no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (g) A voting exclusion statement is included in the Notice.

5. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Company means Cassini Resources Limited ACN 149 789 337.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Placement has the meaning in Section 4.

Placement Shares has the meaning in Section 4.

Prior Placement has the meaning in Resolution 1.

Prior Placement Shares has the meaning in Resolution 1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

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CASSINI RESOURCES LIMITED

ACN 149 789 337

PROXY FORM

The Company Secretary
Cassini Resources Limited

By post:

945 Wellington Street
WEST PERTH WA 6005

By facsimile:

(08) 9322 7602

By email:

admin@cassiniresources.com.au

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We ¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____
votes in the Company, hereby appoint:

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 and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

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 on my/our behalf at the Meeting of the Company to be held at 945 Wellington Street, West Perth, Western Australia on Thursday 31 January 2013 at 10.00 am (WST) and at any adjournment or postponement of the Meeting and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law as the proxy sees fit.

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

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

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Authority for Mr Richard Bevan to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Authority for Mr Mike Young to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Authority for Mr Greg Miles to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Authority for Mr David Johnson to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority for Mr Phil Warren to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<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 a poll and your votes will not be counted in computing the required majority on a poll.

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the General Meeting (WST).

Postal address: 945 Wellington Street, WEST PERTH WA 6005.

Facsimile: (08) 9322 7602 if faxed from within Australia or +618 9322 7602 if faxed from outside Australia.

Email: admin@cassiniresources.com.au