



ABN 69 123 981 537

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Thursday, 22 November 2012

Time of Meeting

2:00 pm (Sydney time)

Place of Meeting

Company's Registered Office
Level 28, St Martins Tower
31 Market Street
Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

TIMAH RESOURCES LIMITED
ABN 69 123 981 537

Notice is hereby given that an Annual General Meeting of members of Timah Resources Limited (**Company**) will be held at the Company's Registered Office, Level 28, 31 Market Street, Sydney, New South Wales 2000 at 2:00 pm (Sydney time) on Thursday 22 November 2012 to consider and, if thought fit, to pass the following resolutions:

Ordinary business

Accounts

To receive and consider the financial report of the company and the reports of the directors and auditor for the year ended 30 June 2012.

Resolution 1: Directors Remuneration Report

To consider, and if thought fit, to pass the following ordinary resolution:

That the Directors Remuneration Report for the year ended 30 June 2012 be adopted.

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

Resolution 2: Re-election of Mr Jack Tan

To consider, and if thought fit, to pass the following ordinary resolution:

That Mr Jack Tan, a director of the company retires in accordance with the provisions of the Constitution and being eligible for election, be elected as a director of the company.

Resolution 3: Election of Mr Henry Khoo

To consider, and if thought fit, to pass the following ordinary resolution:

That Mr Henry Khoo, a director appointed during the year, retires in accordance with the provisions of the Constitution and being eligible for election, be elected as a director of the company.

Resolution 4: Ratification of issue of shares

To consider and if thought fit, to pass, without amendment, the following resolution as a **Special** resolution:

"That, for the purposes of NSX Listing Rule 6.25 and NSX Listing Rule 6.44 and for all other purposes, Shareholders approve the issue 12,000,000 Shares at 3 cents per share to Mr Cheng Kang Khoo on the terms set out in the Explanatory Memorandum."

NOTE

Under the Corporations Act, in order for Special Resolution to be passed, it needs to be approved by at least 75% of the votes cast by Shareholders present at the Shareholder Meeting either in person or by proxy.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- Mr Cheng Kang Khoo; and
- any associate of Mr Cheng Kang Khoo.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

DATED 17 OCTOBER 2012

**BY ORDER OF THE BOARD
TIMAH RESOURCES LIMITED**



**ROBERT LEES
COMPANY SECRETARY**

NOTES

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT

Everyone who is registered as a Shareholder at 7.00pm (Sydney time) on 21 November 2012 can vote at the Annual General Meeting.

You may vote by:

(a) attending the Annual General Meeting in person (yourself or by sending an attorney, or, if you hold Shares through a company, by sending a corporate representative on your behalf); or

(b) completing and returning a proxy form.

A proxy form accompanies this Notice of Annual General Meeting. The proxy form contains instructions on how to complete the form, the rules applicable to proxies, where to send the form and information regarding corporate representatives.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution . the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on . the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair . the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call Mr Robert Lees on +61 2 9299 9580 between 9.00am and 5.00pm (Sydney time) Monday to Friday.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of shareholders of Timah Resources Limited to be held on Thursday 22 November 2012. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

All the resolutions are ordinary resolutions. They are separate resolutions and in no way dependent on each other.

EXPLANATORY NOTES

Resolution 1 - To adopt the Directors' Remuneration Report.

The Corporation Act requires all listed companies to present their remuneration report for each financial year for adoption by shareholders at the company's annual general meeting. The report can be found as a separately identified "Remuneration Report" within the Directors' Report section of the Company's 2012 Annual Report.

The Annual Report is available on the Company website . www.tmh.com.au or if a hard copy is required you can request either a pdf be emailed or a hard copy be mailed to you.

To do this either:

Email: robert@coysec.com.au

Phone: +61 2 9299 9580

Fax: +61 2 9299 9501

Corporate information is also available on the NSX website under Timah Resources Limited (NSX: TMH)

Time will be allowed during the annual general meeting for consideration and questions by shareholders of the Remuneration Report.

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on resolution 1 are voted against adoption of the remuneration report at the annual general meeting, and then again at the Company's 2013 Annual General Meeting, the company will be required to put to shareholders a resolution proposing the calling of an Extraordinary General Meeting to consider the appointment of directors of the Company (**spill resolution**).

If more than 50% of shareholders vote in favour of the spill resolution, the company must convene the extraordinary general meeting (spill meeting) within 90 days of the Company's 2013 Annual General Meeting. All of the directors who were in office when the Company's 2012 Directors' report was approved, other than the Managing Director of the company, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors is approved will be the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the Directors' Report contained in the annual financial report of the company for the financial year ending 30 June 2012.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the chair, or another member of key management personnel or any closely related party as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the chair, or another member of key management personnel or closely related party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors unanimously recommend that shareholders approve this resolution.

Resolution 2 - To elect Mr Jack Tan is an ordinary resolution, requiring the support of a majority of the votes cast by shareholders.

Mr Jack Tan was appointed a director of the company on 1 August 2008 and last re-elected November 2009.

The constitution of the company requires that directors retire after 3 years. Mr Tan therefore retires at the forthcoming annual general meeting in accordance with the Constitution and being eligible, has offered himself for re-election.

Appointed Chairman on 16 February 2007. Jack has a Bachelor of Business Administration from University of Singapore (1973) and a Master of Applied Finance from Macquarie University (1995). He is a Fellow of the Financial Services Institute of Australasia and Member of the Australian Institute of Company Directors. Jack Tan is an investment banker with over 30 years of experience in the finance industry and has been an investment adviser with various stockbroking firms in Sydney. Jack has been instrumental in project acquisitions, evaluations and valuations and capital raisings including several public offerings and ASX listings.

The Directors, with Mr Jack Tan abstaining, recommend that shareholders approve this resolution.

Resolution 3 - To elect Mr Henry Khoo is an ordinary resolution, requiring the support of a majority of the votes cast by shareholders.

Mr Henry Khoo was appointed a non-executive director of the company on 1 August 2012. He replaces Mr Michael Mo who resigned 30 July 2012

The constitution of the company requires that directors appointed to fill a casual vacancy, retire at the next annual general meeting. Mr Khoo therefore retires at the forthcoming annual general meeting in accordance with the Constitution and being eligible, has offered himself for re-election.

Mr Khoo was appointed a director on 1 August 2012. Henry Khoo has extensive sales, marketing and management experience in consumer and durable products in the Asia Pacific region, having worked in Malaysia, Singapore and Australia. He has also been involved in project acquisitions, evaluation, company mergers and acquisitions and Initial Public Offerings (IPO). He was formerly the managing Director of an Australian subsidiary of a Malaysian public listed company. Henry Khoo holds a Diploma in Marketing and Management from the UK and is an Associate of the Chartered Institute of Marketing (CIM) and a Member of the Chartered Management Institute (CMI). He is also an Associate Fellow of the Australian Marketing Institute (AMI) and a Certified Practising Marketer (CPM).

The Directors, with Mr Henry Khoo abstaining, recommend that shareholders approve this resolution.

Resolution 4 – Issue of shares to Investors

The Directors are seeking approval for the issue 12,000,000 Shares to Mr Cheng Kang Khoo in August 2012 on the following terms:

- (a) the 12,000,000 Shares were allotted at a price of 3c per Share for an aggregate subscription price of \$360,000;
- (b) the Shares were issued on the same terms and rank equally with other Shares on issue;
- (c) the proceeds of the subscription for the Shares are to be used for working capital purposes.

Under Listing Rule 6.25(1), the Company is required to obtain the approval of Shareholders, in general meeting, prior to the issue of Securities representing more than 15% of the issued capital of the Company in a rolling 12 month period. The above issue represented 14.95% of the post issue equity.

The Company requires the approval of Shareholders under NSX Listing Rule 6.25(1) and NSX Listing Rule 6.44.

Each of the Directors recommends Shareholders vote in favour of Resolution 4.

Timah Resources Limited
 Level 28, 31 Market Street
 Sydney NSW 2000
 Telephone: 02 9267 4633
 Facsimile: 02 9267 4388

Mark this box with an ~~X~~ if you have made any changes to your address details (see reverse) reverse)

Appointment of Proxy

I/We (name of shareholder) _____

Of (address) _____

Being a member/s of Timah Resources Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an ~~X~~) **OR**

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 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 Timah Resources Limited to be held at the Company's Registered Office at Level 28, 31 Market Street, Sydney, New South Wales 2000 at 2:00 pm (Sydney time) on 22 November 2012 and at any adjournment of that meeting.

Important:

If the Chair 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 a resolution, please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (except for Resolution 1 per the below) and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

Important for Resolution 1: If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personal of the Company is your proxy and you have not directed the proxy to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

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 the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting Directions to your proxy – please mark to indicate your directions

- Resolution 1:** That the Directors Remuneration Report for the year ended 30 June 2012 be adopted.
- Resolution 2:** That Mr Jack Tan be re-elected as a director of the company.
- Resolution 3:** That Mr Henry Khoo be elected as a director of the company.
- Resolution 4:** Ratification of Share issue.

For	Against	Abstain*

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy

We wish to appoint a second proxy

Mark with an ~~X~~ if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form

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

Individual or Securityholder1	Securityholder2	Securityholder3
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Individual/Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

____/____/____
Date

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. **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 security holder 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 three boxes opposite the 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 an item by inserting the percentage or number of securities you wish to vote in the appropriate box. 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 contacting the company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;

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 security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company. 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.

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 no later than 48 hours before the commencement of the meeting at 2:00 pm on 22 November 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

by posting, delivery or facsimile to:

Timah Resources Limited
Level 28, St Martins Tower
31 Market Street
Sydney NSW 2000

Telephone: 02 9267 4633
Facsimile: 02 9267 4388