



METEORIC RESOURCES

METEORIC RESOURCES NL

(ABN 64 107 985 651)

NOTICE OF GENERAL MEETING

incorporating Explanatory Notes and Proxy Form

to be held on

Friday 17 July 2009 at 11:00am (WST)

At

Level 2, 35 Outram Street, West Perth, Western Australia

**This is an important document and should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other
professional adviser.**

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NOTICE OF GENERAL MEETING



NOTICE IS HEREBY GIVEN that a General Meeting (**Meeting**) of the Shareholders of Meteoric Resources NL (ABN 64 107 985 651) (**Meteoric or the Company**) will be held at Level 2, 35 Outram Street, West Perth, Western Australia on Friday 17 July 2009 at 11:00am (WST).

The *Explanatory Statement* that accompanies and forms part of this Notice of Meeting (**Notice of Meeting**) describes in more detail the matters to be considered.

AGENDA

BUSINESS:

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

Resolution No. 1 – Ratification of Share Placement on 28 April 2009:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 6,618,182 fully paid ordinary shares in the capital of the Company on 28 April 2009 at an issue price of \$0.055 each to selected professional and/or sophisticated investor clients of Indian Ocean Capital who satisfied the definition contained in section 708(8) of the Corporations Act 2001 and otherwise on the basis set out in the Explanatory Statement accompanying this Notice of General Meeting, is ratified and approved.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by any of the persons, or an associate of those persons, who participated in the issue of the shares, the subject of Resolution 1 and a person who might obtain a benefit, except a benefit solely derived in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if either the vote 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 the vote 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 No. 2 – Approval for the Proposed Issue of Ordinary Fully Paid Shares:

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company approves the allotment and issue of up to 10,000,000 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement at a price which is the higher of \$0.20 per share or a price that is at least 80% of the average market price for the Company's quoted shares, as calculated over the 5 trading days on which sales in the securities were recorded before the day on which the issue is to be made.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by a person, or an associate of that person, who may participate in the proposed issue and a person who might obtain a benefit, the subject of Resolution 2, except a benefit derived solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if either the vote 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 the vote 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.

By order of the Board

RM THOMSON

MANAGING DIRECTOR

DATED: 12 June 2009

PROXIES

For the purposes of determining voting entitlements at the general meeting, shares will be taken to be held by persons who are registered as holding shares at 5.00pm on Tuesday 14 July 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting

A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. A proxy may, but need not be, a shareholder of the Company. Proxy forms must reach the Registered Office of the Company by mail, or be received by facsimile on (08) 9485 2840, or be received by email at info@meteoric.com.au at least 48 hours prior to the meeting. For the convenience of shareholders, a Proxy Form is enclosed.

Introduction

This Explanatory Statement has been prepared for the information of members of the Company in connection with the business to be conducted at the general meeting of members to be held at Level 2, 35 Outram Street, West Perth, Western Australia on Friday 17 July 2009 at 11:00am (WST).

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

1. Ratification of Placement on 28 April 2009 (Resolution 1)

ASX Listing Rule Requirements

ASX Listing Rule 7.1 relevantly provides that the prior approval of the shareholders of the Company is required to an issue of equity securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

The issue and allotment of shares outlined in Resolution 1 does not exceed the 15% limit, however, ASX Listing Rules 7.1 and 7.4 provide that, where a company in general meeting ratifies an issue of equity securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby enabling the company to issue further equity securities without exceeding the 15% in 12 months limitation.

Shareholder approval is sought so as to refresh the Company's 15% equity security placement limit pursuant to ASX Listing Rule 7.1.

The information required by ASX Listing Rules 7.4 and 7.5 to be provided to shareholders is contained within this Explanatory Statement and the Notice of General Meeting.

Resolution 1 of the Notice of General Meeting proposes the ratification for the issue of 6,618,182 Shares as announced on 6 April 2009, thereby satisfying the requirements of ASX Listing Rule 7.4.

In compliance with the information requirements of ASX Listing Rule 7.5, members are advised of the following particulars in relation to the placement.

- (a) Number of securities issued: 6,618,182 Shares
- (b) Price at which the securities were issued: \$0.055 cents per Share
- (c) The Shares rank equally in all respects with the existing shares on issue.
- (d) The shares were issued to selected professional and/or sophisticated investor clients of Indian Ocean Capital who satisfied the definition contained in section 708(8) of the Corporations Act 2001;
- (e) No shares were issued to any related party of the Company; and
- (f) The intended use of the funds raised will be directed towards financing exploration of the Company's high priority gold project at Webb and its Robinson Range iron ore project, both in Western Australia.

The Board recommends that Shareholders vote in favour of Resolution 1.

2. Proposed Issue of Ordinary Fully Paid Shares (Resolution 2)

ASX Listing Rule Requirements

ASX Listing Rule 7.1 relevantly provides that the prior approval of the shareholders of the Company is required to an issue of equity securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

The issue and allotment of shares outlined in Resolution 2 will exceed the 15% limit and therefore requires such approval.

In compliance with the information requirements of ASX Listing Rule 7.3, members are advised of the following particulars in relation to the proposed placement.

- (a) The maximum number of securities the Company may issue is 10,000,000 ordinary fully paid shares;
- (b) The Company will issue and allot the shares either simultaneously or progressively, in whole or in part (if at all) and will be completed by no later than 3 months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver;
- (c) The shares will be issued at a minimum issue price that is the higher of \$0.20 per share or a price that is at least 80% of the average market price for the Company's quoted shares, as calculated over the 5 trading days on which sales in the securities were recorded before the day on which the issue is to be made;
- (d) The shares are proposed to be issued to professional and/or sophisticated investors who satisfy the definition contained in section 708(8) of the Corporations Act 2001. No shares are to be issued to any related party of the Company. The participants are not yet known;
- (e) The Shares will rank equally in all respects with the existing shares on issue; and
- (f) The intended use of the funds raised will be directed towards continued financing of the Company's projects at Webb and Robinson Range and general working capital.

The Board recommends that Shareholders vote in favour of Resolution 2.