

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on Friday 20 November 2009 commencing at 10.00 a.m. at the Canegrass Room, Regus Meeting Rooms, Level 8, Gold Fields House, 1 Alfred Street, Sydney, NSW 2000.

### Ordinary Business

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

#### 1. Adoption of Accounts and Reports

To receive and consider the Financial Statements of the Company as at 30 June 2009, the Income Statement of the Company for the year ended on that date, together with the consolidated accounts of the Company and its controlled entities and the reports of Directors and Auditors thereon.

#### 2. Adoption of Remuneration Report

To adopt the remuneration report forming part of the Directors' Report for the financial year ended 30 June 2009.

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

#### 3. Re-election of a Director

In accordance with the Constitution of the Company, Dr Denis Clarke retires by rotation, being eligible, is re-elected as a director of Cullen Resources Limited.

(Note: details on Dr Clarke can be found on page 15 of the Annual Report.)

#### 4. Re-election of a Director

In accordance with the Constitution of the Company, Mr Wayne Kernaghan retires by rotation, being eligible, is re-elected as a director of Cullen Resources Limited.

(Note: details on Mr Kernaghan can be found on page 16 of the Annual Report.)

#### 5. Further Business

To transact any further business that may legally be brought up.

**By Order of the Board**

**W. J. Kernaghan**  
Secretary

## Notes:

1. **Voting Entitlements**  
Pursuant to Section 1109N of the Corporations Act 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 10.00 a.m. on 18 November 2009.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
4. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
5. A proxy need not be a member of the Company.
6. To be effective, the proxy form must be received by the Company at its registered office, Unit 4, 7 Hardy Street, South Perth, WA 6151, or received by facsimile on (08) 9474 5588 not less than forty-eight (48) hours before the time for holding the meeting.



**APPOINTMENT OF PROXY**

I/We .....

of .....

being a member/members of Cullen Resources Limited hereby appoint

The Chairman of  
The meeting  
(mark with an 'X')

OR

Write 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 attending the meeting, 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 the Company to be held on 20 November 2009 at 10.00 a.m. and at any adjournment of that meeting.

**IMPORTANT:**

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on each item, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of these items and that votes cast by him, other than as a proxy holder, 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 these items and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman intends to vote undirected proxies in favour of each Item.

**Voting directions to your proxy – please mark "X" to indicate your directions**

Resolution	For	Against	Abstain
1. Adoption of Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Dr Denis Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr Wayne Kernaghan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of ..... 2009.

Individual Securityholder 1

Securityholder 2

Securityholder 3

Individual/Sole Director

Director

Director/Company Secretary

This form must be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 securityholder's constitution and the Corporations Act 2001 (Cwlth).



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