



27 October 2011

The Company Announcements Platform
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

By e-lodgement

AMENDMENT TO THE NOTICE OF ANNUAL GENERAL MEETING

Please find attached an amendment to the 2011 Notice of Annual General Meeting.

The Directors have included a resolution for the re-election of Mr John Mackenzie who was appointed as Managing Director on 3 February 2011.

The amendment will be mailed to shareholders on or about 31st October 2011.

For further information, please contact:

Mr Russell Hardwick
Company Secretary
Spitfire Resources Limited
(08) 6382 3700

SPITFIRE RESOURCES LIMITED

ACN 125 578 743

ADDENDUM TO 2011 NOTICE OF ANNUAL GENERAL MEETING

Spitfire Resources Limited (ACN 125 578 743) (**Company**), hereby gives notice to shareholders of the Company that it will include an additional item of business for the Annual General Meeting dated 12 October 2011 (**Notice of Meeting**) of members to be held at **10.00am (WST)** on 22 November 2011 at Bentleys (WA) Pty Ltd, Level 1, 12 Kings Park Road, West Perth, Western Australia with the following resolution:

RESOLUTION 4 – RE-ELECTION OF DIRECTOR – JOHN MACKENZIE

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

“That, for the purpose of clause 11.12 of the Constitution and for all other purposes, John Mackenzie, a Director who was appointed on 3 February 2011, retires, and being eligible, offers himself for re-election, is re-elected as a Director.”

EXPLANATORY STATEMENT

1. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – JOHN MACKENZIE

Clause 11.11 of the Constitution authorises the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with clause 11.12 of the Constitution, any Director so appointed holds office until the next annual general meeting and is then eligible for re-election.

Mr John Mackenzie was appointed to the board and as Managing Director on 3 February 2011 and retires in accordance with clause 11.12 of the Constitution and being eligible, seeks re-election.

The Board (excluding Mr Mackenzie) recommends that shareholders vote in favour of the re-election of Mr Mackenzie as a Director.

DATED 26 OCTOBER 2011

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Russell Hardwick". The signature is written in a cursive style with a large initial 'R'.

RUSSELL HARDWICK
COMPANY SECRETARY

Enquiries: Shareholders are required to contact Russell Hardwick, the Company Secretary on + 61 8 6382 3700 if they have any queries in respect of the matters set out in this addendum to the Notice of Meeting.

SPITFIRE RESOURCES LIMITED
ACN 125 578 743

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(New Sections 250BB and 250BC of the Corporations Act):** 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.

4. **(Signing Instructions):**

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
- **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole Director can also sign alone. Otherwise, a Director jointly with either another Director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

5. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

6. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Spitfire Resources Limited, P.O Box 8050 Subiaco East, Western Australia 6008; or
- (b) facsimile to the Company on facsimile number (+61 8) 6382 3777; or
- (c) email to the Company at admin@spitfireresources.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.

PROXY FORM



**APPOINTMENT OF PROXY
SPITFIRE RESOURCES LIMITED
ACN 125 578 743**

ANNUAL GENERAL MEETING

I/We

of

being a member of Spitfire Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 to be held at 10.00am (WST), on 22 November 2011 at Bentleys (WA) Pty Ltd, Level 1, 12 Kings Park Road, West Perth, Western Australia 6005, and at any adjournment thereof.

Important for Resolution 1: If the Chair of the Meeting or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or a Closely Related Party of that member 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 whose remuneration details are included in the Remuneration Report or Closely Related Party of that member 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 no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

OR

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – James Hamilton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-election of Director – John Mackenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): _____

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (day time):** _____