

THIS IS AN IMPORTANT DOCUMENT

AND REQUIRES YOUR ATTENTION

If you are in any doubt as to how to deal with it,
please consult your financial or other professional adviser.

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

(‘Stellar’ or ‘Company’)

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY STATEMENT

The annual general meeting will be held:

- at Level 7, 530 Little Collins Street, Melbourne 3000;
- on 17 October 2011 at 10.30am.

You can vote by:

- attending and voting at the meeting; or
- appointing someone as your proxy to attend and vote at the meeting on your behalf, by completing and returning the proxy form to Stellar in the manner set out in the proxy form. The proxy form must be received by the Share Registry of Stellar no later than 10.30am on 15 October 2011.

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the members of **Stellar Resources Limited** will be held:

- on **Monday, 17 October 2011**
- at **10.30am**
- at **Level 7, 530 Little Collins Street, Melbourne 3000**

1. RESOLUTIONS

A. Financial statements and reports

To table the following statements and reports and provide members with the opportunity to raise any issues or ask questions generally of the directors concerning those financial statements or the business operations of the Company:

- (a) the financial report of the Company and controlled entities for the year ended 30 June 2011;
- (b) the directors' report; and
- (c) the independent auditor's report thereon.

B. Ordinary resolutions

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

Resolution 1: Adoption of Remuneration Report

“**THAT** the Remuneration Report for the year ended 30 June 2011 be adopted.”

Resolution 2: Re-election of Director

“**THAT** Dr Thomas H. Whiting, a director retiring in accordance with clause 55.2 of the Company's constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a director of the Company.”

Resolution 3: Re-election of Director

“**THAT** Mr Thomas J. Burrowes, a director retiring in accordance with clause 57.1 of the Company's constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a director of the Company.”

Resolution 4: Approval of previous issue of shares

“**THAT** in accordance with Listing Rule 7.4, the issue to sophisticated investors (under section 708(10) Corporations Act) on 6 December 2010 of 14,000,000 Shares at an issue price of 15 cents per Share is hereby ratified and approved.”

C. Special Resolution

To consider and, if thought fit, to pass the following resolution as a special resolution:

Resolution 5: Modification of constitution

“**THAT** clause 60 of the constitution of the Company (Remuneration of Non-Executive Directors) be modified by:

- (a) deleting sub-clause 60.1 and substituting the following therefor viz
“Subject to the Listing Rules, the Directors (other than Executive Directors) may collectively be paid as fees for their services as Directors a fixed sum not exceeding the aggregate maximum sum from time to time determined by the Company in general meeting or, if no such aggregate sum has been determined, \$500,000 per annum.”;
- (b) deleting “remuneration” where secondly appearing in the first sentence of clause 60.5 and substituting “fee” therefor;
- (c) deleting the second sentence of clause 60.5; and
- (d) deleting “remuneration under clauses 60.3 and 60.5” where appearing in the first sentence of clause 60.8 and substituting “fees or remuneration under clauses 60.1 or 60.5” therefor.”

2. VOTING RESTRICTIONS

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel details of whose remuneration are included in the report or a closely related party of such a member. However, a person described in the preceding sentence may cast a vote on Resolution 1 if:

- he or she does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of another person described in the preceding sentence or
- he or she is the chairperson of this meeting and has been expressly authorised by the instrument of appointment to exercise the proxy in his or her discretion notwithstanding his or her interest in the outcome of Resolution 1.

The Company will disregard any votes cast on:

- Resolution 2 by Dr Thomas H. Whiting and any associate of Dr Whiting;
- Resolution 3 by Mr Thomas J. Burrowes and any associate of Mr Burrowes; and
- Resolution 4 by a person who participated in the issue and any associate of that person

However, the Company need not disregard a vote cast on Resolutions 2, 3 or 4 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 a 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.

The Company will disregard any votes cast on Resolution 5 by or on behalf of any Director of the Company or a closely related party of any Director. However, a Director may cast a vote on Resolution 5 if:

- he does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 5 and the vote is not cast on behalf of any Director of the Company or a closely related party of a Director or
- he is the chairperson of this meeting and has been expressly authorised by the instrument of appointment to exercise the proxy in his or her discretion notwithstanding his or her interest in the outcome of Resolution 5.

3. VOTING ENTITLEMENT

The Directors of the Company have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the Register of Members at 7.00pm (Melbourne time) on 15 October 2011.

4. HOW TO VOTE

Shareholders entitled to vote at the Annual General Meeting may vote by attending the Meeting in person, by attorney or proxy or, in the case of corporate shareholders, by a corporate representative.

5. VOTING IN PERSON OR BY ATTORNEY

Shareholders or their attorneys wishing to vote in person should attend the Meeting. Persons are asked to arrive at least 30 minutes prior to the time the Meeting is to commence, so that their shareholding may be checked against the register and their attendance recorded. Shareholders intending to attend the Meeting by attorney must ensure that they have, not later than 48 hours prior to the time the Meeting is to commence, provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

6. VOTING BY PROXY

(a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, prior to 10.30am Melbourne time on 15 October 2011 by:

- Mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
- Hand delivery to: Stellar Resources Limited C/- Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 or
- Fax to: Stellar Resources Limited C/- Boardroom Pty Limited on +61 2 9290 9665 or
- Online at www.boardroomlimited.com.au/vote/stellaragm2011.

(b) A Shareholder who is entitled to vote at the meeting may appoint:

- (1) one proxy if the Shareholder is only entitled to one vote; or
- (2) one or two proxies if the Shareholder is entitled to more than one vote.

- (c) If a Shareholder appoints one proxy, that proxy may vote on a show of hands. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
- (d) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.
- (e) A proxy need not be a Shareholder of the Company. In the case of joint holders, all should sign the proxy form. In the case of corporations, proxies must be executed in accordance with the Corporations Act.
- (f) To be valid, a proxy form signed under a power of attorney must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.
- (g) You are encouraged when completing the proxy form to direct the proxy by indicating a vote for either "For" or "Against" or "Abstain". If the abstention box for the item of business is marked, the proxy will be directed not to vote on a show of hands or on a poll and the relevant shares will not be counted in calculating the required majority on a poll. If no box is marked, the proxy will not have been directed as to how to vote and may therefore vote as he or she thinks fit, or abstain from voting.
- (h) If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, the chairperson of the Meeting may either act as proxy or complete the proxy by inserting the name of one or more Directors or the Company Secretary.
- (i) Unless the Corporations Act or the Listing Rules prohibit them from doing so, the chairperson of the Annual General Meeting, the company secretary or any directors of the Company intend to vote all undirected proxies from Shareholders (who are eligible to vote in favour of the Resolutions) in favour of the Resolutions to be voted on at the Annual General Meeting including Resolutions 1 and 5 which are connected with their remuneration as key management personnel of the Company. The chairperson, the company secretary or any directors will not vote any undirected proxies from Shareholders ineligible to vote in favour of the Resolutions.
- (j) If you require an additional proxy form, the Company will supply it on request to the undersigned.

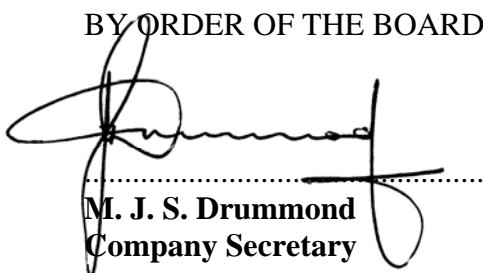
7. VOTING BY CORPORATE REPRESENTATIVE

Corporate shareholders wishing to vote by corporate representative should:

- (a) obtain an appointment of corporate representative form from the Registry;
- (b) complete and sign the form in accordance with the instructions on it; and
- (c) bring the completed and signed form with them to the Annual General Meeting.

DATED 14 September 2011

BY ORDER OF THE BOARD


.....
M. J. S. Drummond
Company Secretary

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the Resolutions proposed to be considered at the Annual General Meeting on 17 October 2011 and to assist Shareholders in determining how they wish to vote on those Resolutions. This Explanatory Statement should be read in conjunction with the Notice of Meeting and forms part of the Notice of Meeting.

Certain terms used in this Explanatory Statement and the Notice of Meeting of which it forms part are defined in section 4 of this Statement (Interpretation).

1. BUSINESS OF THE MEETING – SUMMARY

a. To table the financial statements of the Company for the period ended 30 June 2011 and to give the members the opportunity to raise issues and ask questions generally concerning the financial statements or business operations of the Company.

b. To consider and vote on the following ordinary resolutions:

Resolution 1 – to adopt the Remuneration Report;

Resolution 2 – to re-elect Dr Thomas H Whiting as a Director;

Resolution 3 – to re-elect Mr Thomas J Burrowes as a Director; and

Resolution 4 – to approve a previous issue of Shares.

c. To consider and vote on the following special resolution:

Resolution 5 – to modify clause 60 of the constitution (Remuneration of Non-Executive Directors).

2. WHY THE MEETING IS BEING HELD

a. Financial Statements and Reports

The Board is required to lay before the meeting the financial statements, Directors' report and independent auditor's report for the year ended 30 June 2011.

Copies of the financial statements and abovementioned reports are contained in the Annual Report for the Financial Year ended 30 June 2011 which has been lodged with ASX and is available for Shareholders to access and download from the Company's website www.stellarresources.com.au.

Shareholders can also request a printed copy of the Annual Report by telephoning the Company Secretary, Mr Melvyn Drummond on (+61 3) 9909 7618. Shareholders who have opted in writing to receive a hard copy of the Annual Report will receive it in the mail with this Notice of Meeting.

The chairperson of the meeting will take Shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take Shareholders'

questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the meeting, written questions to the auditor about the content of the auditor's report or the conduct of the audit of the annual financial report to be considered at the meeting may be submitted not later than five business days before the meeting to:

The Company Secretary
Stellar Resources Limited
Level 7, 530 Little Collins Street
Melbourne Victoria 3000

Facsimile: +61 3 9909 7621

E-mail: mel.drummond@stellarresources.com.au

Copies of any questions received will be made available at the meeting. The chairperson of the meeting will allow the auditor to answer written questions submitted to the auditor before the meeting. If the auditor has prepared a written answer to a question, the chairperson of the meeting may permit the auditor to table that written answer. A written answer tabled at the meeting will be made reasonably available to members as soon as practicable after the meeting.

Shareholders are not required to pass any resolution in relation to the financial statements and reports (other than Resolution 1 being the adoption of the Remuneration Report for the year ended 30 June 2011).

b. Resolution 1 – Adoption of Remuneration Report for year ended 30 June 2011

The Remuneration Report forms part of the statutory Annual Report for the year ended 30 June 2011 which is available for Shareholders to access and download from the Company's website www.stellarresources.com.au. The Remuneration Report sets out the remuneration policy of the Company and reports the remuneration arrangements in place for specified executives, including the chief executive officer, and the non-executive Directors.

The Company is required by the Corporations Act to put to the vote at the annual general meeting a resolution that the Remuneration Report be adopted. But, it should be noted, the vote on this resolution is advisory only and does not bind the Directors or the Company. Accordingly, the Company will not be required to alter any arrangements detailed in the Remuneration Report, should the Report not be adopted. However, if a "no" vote of 25% or more is cast on this Resolution, next year's remuneration report will have to outline the Board's proposed action in response (or state the reasons for any inaction). More importantly, if a "no" vote of 25% or more is also cast on the like resolution at next year's annual general meeting, Shareholders will vote at next year's AGM on a resolution (known as the "spill resolution") that a general meeting be convened to consider the election of certain directors ("spill meeting"). If the spill resolution is carried by ordinary majority, the spill meeting will have to be held within 90 days and all Directors who were directors when the resolution to make the Directors' report (which includes the remuneration report) considered at the second AGM was passed will cease to hold office immediately before the end of the spill meeting unless re-appointed at the spill meeting.

Before calling for votes in relation to this resolution, the chairperson of the meeting will allow a reasonable opportunity for the members present to ask questions about, or make comments on, the Remuneration Report.

The Directors make no voting recommendation to Shareholders in relation to this Resolution.

c. Resolution 2 - Re-election of Dr Thomas H Whiting as a Director

Clause 55.1 of the Company's constitution provides that, so long as the maximum permitted number of directors is not exceeded, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the Board. Clause 55.2 of the Company's constitution provides that, unless the Director is an Executive Director and the Listing Rules do not require the Director to be subject to retirement, a Director appointed under clause 55.1 will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

Dr Thomas H Whiting was appointed by the Directors on 7 February 2011 as an addition to the Board.

Dr Whiting is 54 and is a geophysicist by profession with over 30 years' experience in the minerals exploration sector. From 2000 to 2004, he led BHP Billiton's global minerals exploration group as Vice President of Minerals Exploration. During his career with BHP Billiton he was associated with a number of discoveries and was at the forefront of promoting the development and application of new exploration technologies related to the search for ore deposits under cover. He is currently a consultant to a number of other mineral exploration companies.

Dr Whiting is a non-executive director of recently floated Predictive Discovery Limited and the Non-Executive Chairman of the Deep Exploration Technologies Cooperative Research Centre.

He is a member of the Society of Exploration Geophysicists and the Australian Institute of Company Directors.

Details of Dr Whiting's qualifications and further details of his experience are contained in the Directors' Report forming part of the 2011 Annual Report.

Dr Whiting will retire in accordance with the requirements of the Company's constitution at the close of the annual general meeting. He seeks re-election as a Director of the Company at the meeting.

The Directors (other than Dr Whiting) recommend that you vote in favour of this Resolution. Dr Whiting makes no recommendation to Shareholders.

d. Resolution 3 – Re-election of Mr Thomas J Burrowes as a Director

Clause 57.1 of the Company's constitution provides that, at the close of each annual general meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors) must retire from office. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any year. There being three Directors (apart from Dr Whiting who is to be ignored for this purpose), this provision requires one Director to retire by rotation at this year's annual general meeting. Mr Harman having been re-elected at last year's annual general meeting and Dr Isles having been re-elected at the 2009 annual general meeting, it falls to Mr Burrowes to retire at the conclusion of the 2011 annual general meeting. Under clause 57.4, a retiring Director is entitled to offer himself for re-election as a Director at the annual general meeting which coincides with his retirement.

Mr Burrowes is 57 and has an Honours degree in economics and an MBA from Melbourne University. He has gained extensive experience in many facets of Australian exploration and mining over the past twenty years. After an initial career in funds management, he held a number of

directorships in ASX listed exploration and mining companies including Carr Boyd Minerals Limited, VAM Limited, Perseverance Corporation Ltd, Bendigo Mining NL and New Hampton Goldfields Limited. Until July 2003, he was Managing Director of Buka Minerals Limited.

From December 2004 to mid September 2008, he was the Executive Chairman of Stellar, and thereafter until 7 February 2011 he was the Non-Executive Chairman of the Company. He brings extensive corporate experience to the Board.

Details of Mr Burrowes' qualifications and further details of his experience are contained in the Directors' Report forming part of the 2011 Annual Report.

Mr Burrowes will retire in accordance with the requirements of the Company's constitution at the close of the annual general meeting. He seeks re-election as a Director of the Company at the meeting.

The Directors (other than Mr Burrowes) recommend that you vote in favour of this Resolution. Mr Burrowes makes no recommendation to Shareholders.

e. Resolution 4 – Approval of previous issue of Shares

Under Listing Rule 7.1, a listed company must obtain the approval of its Shareholders before it can issue securities (shares or options over shares) if the number of those securities, plus the number of any securities issued in the previous 12 months, is more than 15% of the number of issued securities at the start of that 12 month period (**15% in 12 months Limit**). Under Listing Rule 7.4, an issue of securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Rule 7.1 if the issue did not breach Rule 7.1 and holders of ordinary securities subsequently approve it.

The Company announced to ASX on 30 November 2010 that it had entered into an agreement to place 14,000,000 Shares at \$0.15 per Share to raise \$2,100,000, before costs. The placement was arranged by Taylor Collison as Lead Manager. The new Shares were offered to a number of sophisticated investors in accordance with section 708 of the Corporations Act, avoiding the requirement for disclosure to investors under Part 6D.2 of that Act. After clearance of funds, all of these Shares were allotted by the Registry on 6 December 2010.

Prior Shareholder approval was not required for the issue of these 14,000,000 Shares because the issue was within the 15% in 12 months Limit.

The issue of 14,000,000 Shares to sophisticated investors in December 2010 did not breach Rule 7.1. Therefore, Resolution 4 seeks Shareholder approval to this issue under Listing Rule 7.4. If Shareholder approval of Resolution 4 is obtained, the Previous Issue will be treated as having been made with Shareholder approval for the purpose of Listing Rule 7.1. This will give the Board flexibility because, should there be favourable capital market conditions and a decision to raise additional equity capital later this year, it would be able to raise funds privately again without the delay occasioned by the need to convene and hold a prior meeting of Shareholders.

If Resolution 4 is not approved, the Board will not be able to raise further funds by private placement until after 6 December 2011 without obtaining prior Shareholder approval; to do so without prior Shareholder approval would infringe the 15% in 12 months Limit.

Listing Rule 7.5 requires the following information about the Previous Issue to be given to Shareholders:

- Fourteen million (14,000,000) Shares were allotted;
- The price at which the securities were issued was 15 cents per Share;
- The securities are fully paid ordinary shares ranking equally in all respects with the Company's existing ordinary shares;
- The allottees of the Shares were sophisticated investors identified by Taylor Collison, the Lead Manager of the Previous Issue;
- The funds raised by the Previous Issue were used for drilling, metallurgical investigations and engineering studies of the Heemskirk Tin Project, exploration on Tasmanian licences and working capital.

The Directors recommend that eligible Shareholders vote in favour of this Resolution.

f. Resolution 5 – Modification of clause 60 of the constitution

Clause 60 of the constitution of the Company deals with the remuneration of the Non-Executive Directors of the Company. For ease of reference, it is set out in full in Annexure A to this Explanatory Statement, as presently in force and also as it would be modified if shareholders approve Resolution 5.

At present, there are no Executive Directors of Stellar. Therefore, each of the four Directors of the Company is a Non-Executive Director whose remuneration is subject to the provisions of clause 60.

ASX Listing Rule 10.17 says that an entity must not increase the total amount of directors' fees payable by it, or any of its subsidiaries or controlled entities, without the approval of holders of its ordinary securities. The rule does not apply to the salary of an Executive Director. Sub-rule 10.17.2 says that if a Non-Executive Director is paid, he or she must be paid a fixed sum.

Because it refers to "remuneration" rather than "fees", clause 60.1 is much wider in its scope than required by the Listing Rules. In clause 60.1 "remuneration" has the same meaning as in the Corporations Act. "Remuneration" is defined in the Corporations Act as any benefit, whether by way of payment of cash or otherwise, that would be remuneration of the director for the purposes of an accounting standard which deals with disclosure in companies' financial reports of information about directors' remuneration.

The relevant accounting standard requires a variety of benefits to be disclosed as remuneration in a company's remuneration report each year. Not all of these benefits diminish the funds of the Company. For example, options issued to a Non-Executive Director have to be valued and disclosed in the remuneration report, notwithstanding that their grant does not reduce the funds of the Company.

The Directors seek to amend clause 60 of the constitution to avoid any suggestion that, notwithstanding the prior approval of Shareholders to the issue of options to three of its Non-Executive Directors, Stellar may breach the aggregate permitted amount of non-executive director remuneration (being \$500,000 per annum) whilst such options exist. For drafting purposes it is proposed that clause 60.1 be replaced in its entirety. However, the essential change would be to substitute the word "fees" for the word "remuneration", thereby excluding from the Shareholder controlled cap on aggregate non-executive director remuneration the value for the time being of any options held by any Non-Executive Director.

Resolution 5, if passed, will also amend clause 60.5 of the constitution to preclude from that Shareholder controlled cap the value of any fees or other remuneration paid to a Non-Executive

Director for the performance of services which are outside the scope of, and therefore in addition to, the ordinary duties of a director. As in the case of the proposed modification to clause 60.1, this modification is proposed to ensure that the provisions of the constitution are no more restrictive in their application than required by the Listing Rules.

Dr Whiting has recently joined the Board as a Non-Executive Director. He is a geophysicist by profession who has fulfilled a leading role in project development as a consultant to Stellar over the past three years. During the financial year ended 30 June 2011 the Company paid \$42,000 for the services of Dr Whiting as a consultant.

While the principal purpose of the proposed amendments to clause 60 is to confine the application of the Shareholder controlled cap (currently \$500,000 per annum) to fees paid to the Non-Executive Directors for their services as Directors, Shareholders must be aware that the modifications, if approved by them, will also have the effect of also excluding from that cap certain other payments or benefits (for example, payment of a D & O insurance premium) which would not be regarded as “fees” but may nevertheless diminish the funds of the Company. Of course the Company may not make or give these other payments or benefits unless permitted to do so by the Corporations Act or its constitution.

The Directors make no voting recommendation to Shareholders in relation to this Resolution.

3. OTHER SOURCES OF INFORMATION

You may wish to review information available from the following sources in deciding whether or not to attend and vote at the Annual General Meeting or to vote in favour of or against any of the Resolutions:

Stellar is a “disclosing entity” for the purposes of the Corporations Act and as such is subject to periodic reporting and continuous disclosure obligations. Specifically, as an entity listed with ASX, Stellar is subject to the Listing Rules which require continuous disclosure of any information which Stellar has concerning itself that a reasonable person would expect to have a material effect on the price or value of Shares.

Copies of announcements made by the Company on ASX are available from the ASX website, www.asx.com.au.

In addition, Stellar is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Stellar may be obtained from, or inspected at, ASIC offices.

Additional information regarding Stellar is available on Stellar’s website: www.stellarresources.com.au.

4. INTERPRETATION

In this Explanatory Statement and the Notice of Meeting of which it forms part:

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ACN 008 624 691;

Board means the board of directors of the Company;

Company or **Stellar** means Stellar Resources Limited ABN 96 108 758 961;

Corporations Act means Corporations Act 2001 (Cth);

Director means a director of the Company;

Listing Rules means the listing rules of ASX;

Previous Issue means the issue by the Company in December 2010 of 14,000,000 Shares at an issue price of \$0.15 per Share;

Registry means Boardroom Pty Limited of Level 7, 207 Kent Street, Sydney, NSW 2000;

Shareholder means a holder of a Share;

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

Stellar or **Company** means Stellar Resources Limited ABN 96 108 758 961.

5. QUERIES

If you have any queries about the meeting, the Resolutions to be put to the meeting or the proposals being considered, please contact the Company Secretary, Mr Melvyn Drummond, on (03) 9909 7618.

ANNEXURE A – Resolution 5

CLAUSE 60 OF CONSTITUTION AS PRESENTLY IN FORCE

60. Remuneration of Non-Executive Directors

- 60.1 Subject to the Listing Rules, the Directors as a whole (other than Executive Directors) may be paid or provided remuneration for their services the total amount or value of which must not exceed an aggregate maximum of 500,000 per annum or such other maximum amount determined from time to time by the Company in general meeting.
- 60.2 The notice calling a general meeting at which it is proposed that Members approve an increase of the aggregate maximum sum must state the amount of the increase and the aggregate maximum sum, and any other matters required by the Listing Rules.
- 60.3 Subject to the Listing Rules, the aggregate maximum sum will be divided among the Non-Executive Directors in such proportion and manner as the Directors agree and, in default of agreement, equally and shall be deemed to accrue from day to day.
- 60.4 Non-Executive Directors may not be paid a commission on or a percentage of profits or operating revenue.
- 60.5 If a Non-Executive Director is required to perform services for the Company which in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, the Company may pay or provide the Director remuneration determined by the Directors which may be either in addition to or instead of the Director's remuneration under clause 60.1. No remuneration may be paid or provided under this clause 60.5 if the effect would be to exceed the aggregate maximum sum of Directors' remuneration determined by the Company in general meeting.
- 60.6 Non-Executive Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the Company's business.
- 60.7 The Company may also pay a premium for a contract insuring a person who is or has been a Non-Executive Director against liability incurred by the person as a Director, except in circumstances prohibited by the *Corporations Act 2001* (Cth).
- 60.8 Shares may be provided to Non-Executive Directors as part of their remuneration under clauses 60.3 and 60.5 according to the rules of any share plan for the remuneration of Non-Executive Directors that may be introduced by the Company. For the purposes of clause 60.1, the value of any Shares provided will be determined according to the rules of the share plan.

CLAUSE 60 OF CONSTITUTION AS PROPOSED TO BE AMENDED

60. Remuneration of Non-Executive Directors

- 60.1 Subject to the Listing Rules, the Directors (other than Executive Directors) may collectively be paid as fees for their services as Directors a fixed sum not exceeding the aggregate maximum sum from time to time determined by the Company in general meeting or, if no such aggregate sum has been determined, \$500,000 per annum.

- 60.2 The notice calling a general meeting at which it is proposed that Members approve an increase of the aggregate maximum sum must state the amount of the increase and the aggregate maximum sum, and any other matters required by the Listing Rules.
- 60.3 Subject to the Listing Rules, the aggregate maximum sum will be divided among the Non-Executive Directors in such proportion and manner as the Directors agree and, in default of agreement, equally and shall be deemed to accrue from day to day.
- 60.4 Non-Executive Directors may not be paid a commission on or a percentage of profits or operating revenue.
- 60.5 If a Non-Executive Director is required to perform services for the Company which in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, the Company may pay or provide the Director remuneration determined by the Directors which may be either in addition to or instead of the Director's fee under clause 60.1.
- 60.6 Non-Executive Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the Company's business.
- 60.7 The Company may also pay a premium for a contract insuring a person who is or has been a Non-Executive Director against liability incurred by the person as a Director, except in circumstances prohibited by the *Corporations Act 2001* (Cth).
- 60.8 Shares may be provided to Non-Executive Directors as part of their fees or remuneration under clauses 60.1 or 60.5 according to the rules of any share plan for the remuneration of Non-Executive Directors that may be introduced by the Company. For the purposes of clause 60.1, the value of any Shares provided will be determined according to the rules of the share plan.



FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Name and Address

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10:30am
SATURDAY 15th OCTOBER 2011

TO VOTE ONLINE

Reference Number: <HIN/SRN>

Please note it is important you keep this confidential



STEP 1: VISIT www.boardroomlimited.com.au/vote/stellaragm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each 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 any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting **10:30am on Monday, 17th October 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL – Share Registry – Boardroom Pty Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX – +61 2 9290 9655

IN PERSON – Share Registry – Boardroom Pty Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.boardroomlimited.com.au/vote/stellaragm2011
or turnover to complete the Form →

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Stellar Resources Limited

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>
 <Address 6>

<BARCODE>

STEP 1 – Appointment of Proxy

I/We being a member/s of **Stellar Resources Limited** and entitled to attend and vote hereby appoint

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

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) 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 at the **Annual General Meeting of Stellar Resources Limited to be held at Level 7, 530 Collins Street Melbourne, VIC 3000 on Monday the 17th of October 2011 at 10:30 am** and at any adjournment of that meeting, to act 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.

If the Chairman 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 in respect of resolutions 1 & 5, please mark this box. *By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.*

The Chair will vote all undirected proxies in favour of resolution 1, and intends to vote in all undirected proxies in favour of resolution 5

STEP 2 – Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dr Thomas H. Whiting as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Thomas J. Burrowes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Modification of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.
 *If you mark the Abstain box for a particular item, 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.

STEP 3 – PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2011