

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 GENERAL MEETING

and

EXPLANATORY STATEMENT

The General Meeting will be held:

- at Flinders Room, Christie Conference Centre, Lower Ground Floor, 454 Collins Street, Melbourne, Victoria 3000;
- on Wednesday 26 February 2014 at 10.30am (AEDT).

Your vote is important:

- the business of the General Meeting affects your shareholding and your vote is important

You can vote by:

- attending and voting at the General Meeting; or
- appointing someone as your proxy to attend and vote at the General 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 (AEDT) on Monday 24 February 2014.

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

NOTICE OF GENERAL MEETING

The General Meeting of the Shareholders of **Stellar Resources Limited** will be held:

- on **Wednesday, 26 February 2014**
- at **10.30am (AEDT)**
- at **Flinders Room, Christie Conference Centre, Lower Ground Floor, 454 Collins Street, Melbourne, Victoria 3000**

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Monday 24 February 2014.

HOW TO VOTE

Shareholders entitled to vote at the 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.

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.

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 (AEDT) on Monday 24 February 2014 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 9655; or
 - Online at www.boardroomlimited.com.au/vote/stellargm2014.
- (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" 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 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 Chair of the General Meeting may either act as proxy or complete the proxy by inserting the name of one or more Directors or the Company Secretary.
- (i) The Chair of the 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 General Meeting.
- (j) If you complete a proxy form that authorises the Chair of the General Meeting to vote on your behalf as a proxyholder, and you do not mark any of the boxes "For" "Against" or "Abstain" so as to give the Chair directions about how your vote should be cast, your proxy will automatically be directed in favour of the resolution.
- (k) If you require an additional proxy form, the Company will supply it on request to the undersigned.

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 General Meeting.

BUSINESS OF MEETING

1. Resolution 1: Ratification of Prior Issue - Shares

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

"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 50,000,000 fully paid ordinary shares in the capital of the Company to Capetown S.A. on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons. However, the Company need not

disregard a vote if it is cast by a person as a 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 General 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.

2. Resolution 2: Placement - Options

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

“**THAT**, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 unlisted options to Capetown S.A. (and/or its nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 General 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.

3. Resolution 3: Ratification of Prior Issue - Shares

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

“**THAT**, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 3,000,000 fully paid ordinary shares in the capital of the Company to Citicorp Nominees Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 a direction on the Proxy Form to vote as the proxy decides.

DATED 21 January 2014

BY ORDER OF THE BOARD



.....
Christina R Kemp
Company Secretary

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions which are the subject of the business of the Meeting.

1 Background

As announced to ASX on 17 January 2014, the Company issued 50,000,000 Shares to Capetown S.A. at an issue price of \$0.052 cents per Share to raise \$2,600,000. As announced to ASX on 21 January 2014, the Company issued 3,000,000 Shares to Citicorp Nominees Pty Ltd as commission of 6% of 50,000,000 Shares issued on 17 January 2014.

The issue was a placement undertaken by the Company (Placement). Resolutions 1 and 2 concern the ratification of 50,000,000 Shares and placement of 25,000,000 options (Placement Options) to Capetown S.A., in connection with the Placement. Resolution 3 concerns the ratification of 3,000,000 Shares that were issued to Citicorp Nominees Pty Ltd (non-cash consideration) as commission in relation to the Placement.

Funds raised from the Placement and Placement Options (when exercised) will be used primarily to advance the Company's Heemskirk Tin Project, located near Zeehan on Tasmania's West Coast in an area well serviced by power, water, transport, mining and other infrastructure. Stellar hold 100% of the project and also owns 100% of the nearby St Dizier tin deposit. Specifically, the funds will be used for:

- (a) diamond drilling of high grade targets around known deposits;
- (b) resource expansion drilling at the Severn deposit;
- (c) surface sampling and drilling of open-pit targets at St Dizier;
- (d) advance metallurgical testing program for all deposits; and
- (e) general working capital purposes.

2 Resolution 1 - Ratification of Prior Issue - Placement

2.1 General

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 50,000,000 Shares to Capetown S.A. (Ratification).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that a company may seek Shareholder approval at its Annual General Meeting to allow it to issue Securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity).

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 index; and

- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

At the time approval was obtained, the Company was an Eligible Entity as it was not included in the S&P/ASX 300 Index and had a market capitalisation of \$12,000,000.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and 7.1A. It provides that where a company in General Meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 and 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

2.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 50,000,000 Shares were allotted to Capetown S.A. on the following basis:
 - (i) 27,655,246 Shares issued pursuant to Listing Rule 7.1; and
 - (ii) 22,344,754 Shares issued pursuant to Listing Rule 7.1A;
- (b) the Shares were issued to Capetown S.A. for \$0.052 cents per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Capetown S.A., who is not a related party of the Company; and
- (e) the funds raised from the issue to Capetown S.A. are to be used primarily for the advancement of the Heemskirk Tin Project. Refer to section 1 above for further details.

3 Resolution 2 –Proposed Placement - Options

3.1 General

Resolution 2 seeks Shareholder approval for the issue of up to 25,000,000 unlisted options (Placement Options) to Capetown S.A. or any of its associates. The Company agreed to issue the Placement Options to Capetown S.A., subject to shareholder approval, on the basis of 1 for 2 free attaching basis to the Shares issued to Capetown S.A (the subject of Resolution 1).

Placement Option means an option to acquire a Share, with each option having an exercise price of \$0.08 and exercisable within a period of 3 (three) years from the date of issue of the options on the basis each option entitles the holder to subscribe for 1 (one) share upon exercise of the option.

A summary of ASX Listing Rules 7.1 is set out in section 2.1 above.

The effect of Resolution 2 will be to allow the Company to issue the Placement Options subject to and conditional upon the Company obtaining Shareholder approval pursuant to the ASX Listing Rules.

In the event that Shareholder approval is not obtained, the Company must use its best endeavours to issue the Placement Options pursuant to its placement capacity under Listing Rules 7.1.

3.2 Technical Information Required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Options:

- (a) the maximum number of unlisted options (Placement Options) to be issued is 25,000,000;
- (b) the unlisted options (Placement Options) will be issued no later than the date which is 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date. However, pursuant to the subscription agreement between the Company and Capetown S.A. dated 14 January 2014 (Subscription Agreement), the Company is obliged to issue the Placement Options by no later than 28 February 2014;
- (c) the Options will be issued for nil cash consideration pursuant to Subscription Agreement, in which Capetown S.A. is to receive 1 free attaching Option for every 2 Shares subscribed for in connection with the Placement;
- (d) the Options will be issued to Capetown S.A., who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the placement of the Options as the Options are being issued as free attaching options pursuant to the Subscription Agreement in connection with the Placement.

4 Resolution 3 - Ratification of Prior Issue - Placement

4.1 General

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 3,000,000 Shares to Citicorp Nominees Pty Ltd.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 2.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 3,000,000 Shares were allotted to Citicorp Nominees Pty Ltd on the following basis:
 - (i) 3,000,000 Shares issued pursuant to Listing Rule 7.1; and
 - (ii) Nil Shares issued pursuant to Listing Rule 7.1A;

- (b) the Shares were issued to Citicorp Nominees Pty Ltd for nil cash consideration as commission payable at a rate of 6% of the Placement;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to clients of Citicorp Nominees Pty Ltd. None of these subscribers are related parties of the Company; and
- (e) no funds were raised from the issue to Citicorp Nominees Pty Ltd as the Shares were issued for nil cash consideration as commission payable in relation to the Placement.

5 INTERPRETATION

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

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company.

Chair means chair of the meeting.

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.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

Listing Rules means the listing rules of ASX.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Placement Option or Option means upon exercise of option to acquire a Share with the terms and conditions set out in Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

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

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Shareholder means a holder of a Share.

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

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

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 3) 9618 2540.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.08 (**Exercise Price**)

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on that date which is 3 years from the date of issue of the Option (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of legal payments unless this will lead to unreasonable consequences for the Company

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise or the date of receipt of the payment of the Exercise Price for each Option being exercised in Cleared Funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Unquoted

The Company will not apply for quotation of the Options on ASX.

(n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



Stellar Resources Limited

ABN 96 108 758 961

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600



Name/Address 1
Name/Address 2
Name/Address 3
Name/Address 4
Name/Address 5
Name/Address 6

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am AEDT on Monday 24 February 2014.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/stellargm2014

STEP 2: Enter your holding/investment type: SR_Type_Desc

STEP 3: Enter your Reference Number: SR_XXXXXXXX

STEP 4: Enter your Voting Access Code: VAC_XX

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am AEDT on Monday, 24 February 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.boardroomlimited.com.au/vote/stellargm2014

📠 **By Fax** +61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Name/Address 1
Name/Address 2
Name/Address 3
Name/Address 4
Name/Address 5
Name/Address 6

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 in the space to the left.

Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 General Meeting of the Company to be held at **Flinders Room, Christie Conference Centre, Lower Ground Floor, 454 Collins Street, Melbourne, Victoria 3000 on Wednesday, 26 February 2014 at 10:30am AEDT** 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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

ORDINARY RESOLUTIONS

	For	Against	Abstain*
Resolution 1 Ratification of Prior Issue – Shares – 50,000,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Placement – Options – 25,000,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Prior Issue – Shares – 3,000,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014