

**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 MEMORANDUM**

**A General Meeting of the Company is be held:**

- at Christie Offices Conference Room, Lower Ground Floor, 454 Collins Street, Melbourne 3000;
- on 20 April 2012 at 2.30pm.

**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 Registry of Stellar no later than 2.30pm on 18 April 2012.

**STELLAR RESOURCES LIMITED**  
**ABN 96 108 758 961**

**NOTICE OF GENERAL MEETING**

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

- On Friday, **20 April 2012**
- at **2.30pm**
- at **Christie Offices Conference Room, Lower Ground Floor, 454 Collins Street, Melbourne 3000**

**1. RESOLUTION – APPROVAL OF PREVIOUS ISSUE OF SHARES**

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

*“**THAT** for the purposes of Listing Rules 7.1 and 7.4 and all other purposes, Shareholders approve the previous issue of 22,852,590 Shares (“**Resolution Shares**”) at an issue price per Share of \$0.08 per Share and otherwise on the terms and conditions set out in the Explanatory Memorandum forming part of this Notice of Meeting.”*

**2. VOTING RESTRICTIONS**

The Company will disregard any votes cast on the Resolution by any person who participated in the issue of the Resolution Shares or any associate of any such participant. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the chairperson of 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. VOTING ENTITLEMENT**

The Board has determined that the shareholding of each Shareholder for the purposes of ascertaining voting entitlements for the General Meeting will be as it appears on the Register of Members at 7.00pm (Melbourne time) on 18 April 2012.

**4. 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.

**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 2.30pm (Melbourne time) on 18 April 2012 by:
- Mail (reply paid envelope included)
  - 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/stellargmapr2012](http://www.boardroomlimited.com.au/vote/stellargmapr2012)
- (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) The chairperson 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 Resolution to be voted on at the General Meeting. The chairperson, the Company Secretary or any Directors will not vote any undirected proxies from any Shareholder who is ineligible to vote in favour of the Resolution.

- (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 General Meeting.

**DATED** 18 March 2012  
**BY ORDER OF THE BOARD**



.....

**Christina Kemp**, Company Secretary

**STELLAR RESOURCES LIMITED**

ABN 96 108 758 961

**EXPLANATORY MEMORANDUM****1. INTRODUCTION**

The purpose of this Explanatory Memorandum is to provide Shareholders with an explanation of the business of the General Meeting to be held on 20 April 2012 and the Resolution proposed to be considered at the General Meeting and to provide Shareholders with information required by law that is material to your decision on how to vote on the Resolution. This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice of Meeting.

Certain terms used in this Explanatory Memorandum and the Notice of which it forms part are defined in section 5 of this Explanatory Memorandum (Interpretation).

**2. WHY THE MEETING IS BEING HELD**

The meeting is being held so that Shareholders can approve the previous issue of 22,852,590 Shares (the “**Resolution Shares**”). The Resolution Shares were issued as part of a placement of Shares (“**Placement**”) on 8 February 2012. An aggregate of 39,175,868 Shares (“**Placement Shares**”) were issued pursuant to the Placement. Shareholders had previously approved the issue of 16,323,278 Placement Shares (the “**Approved Shares**”) at the General Meeting held on 25 January 2012.

ASX Listing Rule 7.1 (“**the 15% in 12 months rule**”) says that without the prior approval of shareholders in general meeting a listed company must not issue, or agree to issue, in any 12 month period a number of equity securities which exceeds 15% of the number of ordinary shares on issue at the commencement of that period.

ASX Listing Rule 7.4 allows Shareholders to subsequently approve an issue of equity securities which did not infringe the 15% in 12 months rule when made. If such approval is obtained, the securities are deemed to have been issued with prior Shareholder approval for the purposes of the 15% in 12 months rule.

**3. RESOLUTION – APPROVAL OF PREVIOUS ISSUE OF SHARES**

The Resolution seeks Shareholder approval of the issue of 22,852,590 Shares (the “**Resolution Shares**”) so that they will be deemed to have been issued with prior Shareholder approval for the purposes of the 15% in 12 months rule.

All of the Resolution Shares were able to be issued without prior Shareholder approval and without infringing the 15% in 12 months rule because the number of Resolution Shares did not exceed 15% of the aggregate of the number of Shares on issue twelve months ago and the number of Shares issued in the last twelve months. All of the Shares issued during the previous 12 months, being the 43,528,743 Shares issued to Gippsland Limited on 31 January 2012, were deemed to have been issued with prior Shareholder approval for the purposes of the 15% in 12 months rule. The Approved Shares, even though issued with prior Shareholder approval, were not counted for the purposes of determining how many Resolution Shares could be issued without prior Shareholder approval.

As stated above, Listing Rule 7.4 allows Shareholders to subsequently approve an issue of Shares which did not infringe the 15% in 12 months rule when made. If such approval is obtained, the Shares are deemed to have been issued with prior Shareholder approval for the purposes of the 15%

in 12 months rule. Where Shareholders are being asked to provide their subsequent approval under Listing Rule 7.4 the following information must be provided viz

- (a) The number of Resolution Shares allotted on 8 February 2012 was 22,852,590 Shares;
- (b) The issue price of the Resolution Shares was \$0.08 (8 cents) per Share;
- (c) The Resolution Shares are ordinary shares ranking equally in all respects with the other issued ordinary shares of the Company. All of the Placement Shares have been granted official quotation by ASX;
- (d) Resource Capital Fund V L.P. (“**RCF**”) was the principal allottee of the Placement Shares, applying for and receiving 28,700,000 Placement Shares. The Placement Shares allotted to RCF included some or all of the Resolution Shares and some or all of the Approved Shares. The allottees of the remaining Placement Shares were sophisticated and/or professional investors selected by Taylor Collison who had been commissioned by the Company to manage the Placement; and
- (e) The funds raised by the Placement (after costs) are intended to be used principally to advance the Heemskirk Tin Project toward the completion of a bankable feasibility study but also to provide working capital.

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

#### **4. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice of Meeting and this Explanatory Memorandum carefully before deciding how to vote on the Resolution. If you are in any doubt as to how to deal with it, please consult your financial or other professional adviser.

A Proxy Form accompanies the Notice. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form in accordance with the instructions contained in section 6(a) of the Notice of Meeting. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

#### **5. INTERPRETATION**

In the Notice and this Explanatory Memorandum:

**Approved Shares** means 16,323,278 of the Placement Shares issued by the Company, together with the Resolution Shares, on 8 February 2012;

**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;

**General Meeting** or **Meeting** means the general meeting of Shareholders convened by the Notice;

**Heemskirk Tin Project** means the mineral development project of the Company comprising the Queen Hill, Severn and Montana deposits located immediately northwest of Zeehan on the west coast of Tasmania;

**Listing Rules** means the listing rules of ASX;

**Notice** or **Notice of Meeting** means the Notice of General Meeting which accompanies this Explanatory Memorandum and of which this Explanatory Memorandum forms part;

**Placement** means the issue of the Approved Shares and the Resolution Shares on 8 February 2012 at an issue price of \$0.08 (8 cents) per Share;

**Placement Shares** means the 39,175,868 Shares issued pursuant to the Placement;

**RCF** means Resource Capital Fund V L.P. of 1400 Sixteenth Street, Suite 200, Denver Colorado 80202, USA;

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

**Resolution** means the ordinary resolution set out in section 1 of the Notice;

**Resolution Shares** means 22,852,590 Placement Shares issued by the Company, together with the Approved Shares, on 8 February 2012;

**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.

## 6. QUERIES

If you have any queries about the meeting, the Resolution to be put to the meeting or the proposals being considered, please contact the Chief Executive Officer, Mr Peter Blight, on (03) 9618 2540.



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 2.30pm  
Wednesday 18<sup>th</sup> APRIL 2012

## TO VOTE ONLINE



STEP 1 : VISIT [www.boardroomlimited.com.au/vote/stellargmapr2012](http://www.boardroomlimited.com.au/vote/stellargmapr2012)

STEP 2: Enter your holding/Investment type

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

### Reference Number:

Please note it is important you keep this confidential

## 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 at **2.30pm on Friday, 20th April 2012**. 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/stellargmapr2012](http://www.boardroomlimited.com.au/vote/stellargmapr2012)  
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 Ltd** 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 **General Meeting of Stellar Resources Limited to be held at Christie Offices Conference Room, Lower Ground Floor, 454 Collins Street, Melbourne 3000 on Friday the 20th of April 2012 at 2.30pm** 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.

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

Ordinary Business	For	Against	Abstain*
Resolution 1    Approval of previous Issue of Shares	<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    /    / 2012