



NOTICE OF ANNUAL GENERAL MEETING

The Third Annual General Meeting of shareholders of Ausmon Resources Limited (“Company”) will be held at **Suite 1502, Level 15, 370 Pitt Street, Sydney, on 28 November 2011 at 12:00 pm.**

FINANCIAL, DIRECTORS’ AND AUDITOR’S REPORTS

To receive and consider the Financial Report of the Company, the Directors’ Report and the Auditor’s Report for the year ended 30 June 2011 in accordance with Section 317 of the Corporations Act 2001.

A hard copy of the 2011 Annual Report is mailed only to those shareholders who have previously made the election. A copy of the 2011 Annual Report may be obtained from the Company’s website at www.ausmonresources.com.au

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions:

1. Adoption of the Remuneration Report

“That the Remuneration Report contained in the Directors’ Report of the 2011 Annual Report be adopted.”

2. Election of Mr John Q Wang as a Director

“That Mr John Q Wang who retires according to the Constitution of the Company and who, being eligible, offers himself for re-election, be re-elected a Director.”

3. Issue of ordinary shares to Mr King M Fan as payment of outstanding fees

"That for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes that approval is given for the Company to issue 600,000 fully paid ordinary shares in Ausmon Resources Limited to Mr King M Fan at an issue price of \$0.20 per share as payment for outstanding fees."

4. Issue of ordinary shares to Dr David W King as payment of outstanding fees

"That for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes that approval is given for the Company to issue 220,000 fully paid ordinary shares in Ausmon Resources Limited to Dr David W King at an issue price of \$0.20 per share as payment for outstanding fees."



5. Issue of ordinary shares to Mr John Q Wang as payment of outstanding fees

"That for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes that approval is given for the Company to issue 600,000 fully paid ordinary shares in Ausmon Resources Limited to Mr John Q Wang at an issue price of \$0.20 per share as payment for outstanding fees."

6. Issue of ordinary shares to Mr Gang Zheng as payment of outstanding fees

"That for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes that approval is given for the Company to issue 600,000 fully paid ordinary shares in Ausmon Resources Limited to Mr Gang Zheng at an issue price of \$0.20 per share as payment for outstanding fees."

7. Approval for 109,121 ordinary shares already issued on 24 January 2011

"That approval is given in accordance with Listing Rule 7.4 of ASX Limited for the issue and allotment on 24 January 2011 of 109,121 fully paid ordinary shares in Ausmon Resources Limited at an issue price of \$0.22 per share, as detailed in the Explanatory Statement."

8. Approval for 400,000 ordinary shares already issued on 20 April 2011

"That approval is given in accordance with Listing Rule 7.4 of ASX Limited for the issue and allotment on 20 April 2011 of 400,000 fully paid ordinary shares in Ausmon Resources Limited at an issue price of \$0.22 per share as consideration for the acquisition of 15% interest in ELs 6413, 6416, 6417 and 7564 as detailed in the Explanatory Statement."

9. Approval for 1,100,000 ordinary shares already issued on 11 July 2011

"That approval is given in accordance with Listing Rule 7.4 of ASX Limited for the issue and allotment on 11 July 2011 of 1,100,000 fully paid ordinary shares in Ausmon Resources Limited at an issue price of \$0.20 per share, as detailed in the Explanatory Statement."

10. Approval for issue of up to 18,000,000 new ordinary shares

"That approval is given in accordance with Listing Rule 7.1 of ASX Limited for the issue and allotment of up to 18,000,000 fully paid ordinary shares as detailed in the Explanatory Statement."

VOTING EXCLUSIONS

Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of either:

- a member of the key management personnel (KMP) as disclosed in the Remuneration Report ; or
- a closely related party of such a member.

Resolution 3

In accordance with Listing Rule 10.13.6 of ASX Limited, the Company will disregard any votes cast on Resolution 3 by:

- Mr King M Fan; and
- any associate of Mr King M Fan.

Resolution 4

In accordance with Listing Rule 10.13.6 of ASX Limited, the Company will disregard any votes cast on Resolution 4 by:

- Dr David W King; and
- any associate of Dr David W King.

Resolution 5

In accordance with Listing Rule 10.13.6 of ASX Limited, the Company will disregard any votes cast on Resolution 5 by:

- Mr John Q Wang; and
- any associate of Mr John Q Wang.

Resolution 6

In accordance with Listing Rule 10.13.6 of ASX Limited, the Company will disregard any votes cast on Resolution 6 by:

- Mr Gang Zheng; and
- any associate of Mr Gang Zheng.

Resolution 7

In accordance with Listing Rule 7.5.6 of ASX Limited (ASX), the Company will disregard any votes cast on Resolution 7 by:

- a person who participated in the issue of securities; and
- an associate of that person.

Resolution 8

In accordance with Listing Rule 7.5.6 of ASX Limited (ASX), the Company will disregard any votes cast on Resolution 8 by:

- a person who participated in the issue of securities; and
- an associate of that person.

Resolution 9

In accordance with Listing Rule 7.5.6 of ASX Limited (ASX), the Company will disregard any votes cast on Resolution 9 by:

- a person who participated in the issue of securities; and
- an associate of that person.

Resolution 10

In accordance with Listing Rule 7.3.8 of ASX Limited, the Company will disregard any votes cast on Resolution 10 by:

- a person who may participate in the proposed issue of securities 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

- an associate of that person.

However, with respect to all resolutions the Company need not disregard a vote if 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
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

HOW TO VOTE

If you wish to vote on the resolutions contained in this notice, you should either attend the meeting in person, or appoint a proxy or proxies to attend on your behalf. In relation to the appointment of proxies, refer to the notes on proxies on the Proxy Form. A body corporate may appoint a representative to attend in accordance with the Corporations Act 2001. An executed notice evidencing the appointment of the person attending is required when registering at the Annual General Meeting.

To be valid, forms of proxy (enclosed) for use at the meeting must be completed and returned to the Company no later than 12:00 pm NSW Standard Time on 26 November 2011.

ENTITLEMENT TO VOTE

For the purpose of the meeting, and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, it has been determined that shares in the Company will be taken to be held by the persons who are registered holders as at 11:00 pm (NSW Standard Time) on 26 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 25th day of October 2011.

By Order of the Board of Directors of the Company



John Wang
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement provides information to shareholders for the Annual General Meeting of shareholders of Ausmon Resources Limited to be held on **28 November 2011 at 12:00 pm at Suite 1502, Level 15, 370 Pitt Street, Sydney** and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

Receipt of Financial, Directors' and Auditor's Reports

The first item of business deals with the Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2011. Shareholders are to consider these reports and seek explanations, if required, from the Directors when the reports are presented to the meeting. No resolution is required on these reports and they are only required to be laid at the meeting in accordance with Section 317 of the Corporations Act 2001.

Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report contained in the Directors' Report of the Annual Report must be put to the vote for its adoption in accordance with Section 250R(2) of the Corporations Act 2001. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report can be found on pages 18 to 20 of the 2011 Annual Report.

Resolution 2- Election of Directors

Mr John Q Wang is the Finance Director and Company Secretary of the Company and details of his experience are set out on page 17 of the 2011 Annual Report.

Resolutions 3, 4, 5 and 6 – Approval for issue of Shares to Directors as payment of outstanding fees

As announced on 11 July 2011 to the ASX, the Directors resolved to issue fully paid ordinary shares ("Shares") at an issue price of \$0.20 per share, subject to approval of shareholders, as payment for outstanding fees to Executive and Non-Executive Directors for the year ended 30 June 2011 as follows:

Chairman King Ming Fan - 600,000 Shares.
Executive Director John Wang - 600,000 Shares.
Executive Director Gang Zheng - 600,000 Shares.
Non-executive Deputy Chairman David King - 220,000 Shares.

The Shares have the same rights as other fully paid ordinary shares of the Company already on issue. No cash is raised from this issue of Shares. Shareholder approval is sought for the issue of the Shares to Directors Mr King M Fan, Dr David W King (resigned on 25 July 2011), Mr John Q Wang and Mr Gang Zheng as under Listing Rule 10.11 of ASX the issue of any shares by the Company to a director requires shareholder approval. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 with the result that the Shares issued to the Directors are not taken into account in determining whether the Company has capacity under Listing Rule 7.1 to issue shares – that is, whether it has issued more than 15% of its ordinary security during the 12 month period following the issue of the Shares to the Directors. The Shares will be issued within one month from the date of approval by shareholders

Resolution 7 - Approval for issue of 109,121 Shares already issued on 24 January 2011

On 24 January 2011, the Company issued 109,121 Shares at an issue price of \$0.22 per Share in payment of fees to PHM Securities Pty Ltd, not a related party, for consultancy services rendered. The Shares allotted have the same rights as other fully paid ordinary shares of the Company already on issue. No cash is raised from this issue of Shares.

Resolution 8 - Approval for issue of 400,000 Shares already issued on 20 April 2011

In April 2011, the Company acquired the balance of 15% interest that it was not already earning under a farm-in arrangement in ELs 6413, 6416, 6417 and 7564 in New South Wales. That acquisition terminated the farm-in arrangements delivering 100% interest in the ELs.

The consideration for the acquisition of the 15% interest in ELs 6413, 6416, 6417 and 7564, arrived at on arm's length negotiations, consisted of the allotment of 400,000 Shares at an issue price of \$0.22 per Share to Robust Resources Limited, a company listed on ASX and not a related party. The Shares allotted as consideration have the same rights as other fully paid ordinary shares of the Company already on issue. No cash is raised from this issue of Shares.

Resolution 9 - Approval for issue of 1,700,000 Shares already issued on 11 July 2011

On 11 July 2011, the Company issued 1,100,000 Shares at a deemed issue price of \$0.20 per Share in payment of fees to consultants for services rendered. The Shares allotted have the same rights as other fully paid ordinary shares of the Company already on issue. No cash is raised from this issue of Shares.

The Shares were allotted to the following entities who are not related parties:

	Shares
Oni Design Pty Ltd	400,000
Bairong Feng	200,000
Zhen Long Holdings Limited	500,000
TOTAL	1,100,000

Listing Rules Requirements - Resolutions 7, 8 and 9

Listing Rule 7.1 of ASX allows the Company to issue new securities up to 15% of the existing issued capital of the Company without prior approval of shareholders. The Shares issued on 24 January 2011, 20 April 2011 and 11 July 2011 were within this limitation.

Under Listing Rule 7.4 of ASX, shareholders may subsequently approve the issue of shares made within the limitation of Listing Rule 7.1. The Company is seeking this approval. Following this approval, the Company will again be able to issue new securities up to 15% of its existing issued capital without prior approval of shareholders.

Resolution 10 – Approval for issue of up to 18,000,000 new Shares

Subject to the approval of shareholders, the Company proposes to issue up to 18,000,000 Shares at a price per Share that is at least 80% of the volume weighted average market price for the Share calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made.

The Shares proposed to be issued have the same rights as other fully paid ordinary shares of the Company already on issue.

The amount to be raised is to be applied to fund the Company's exploration activities, appraisal of corporate opportunities, participation in new ventures, if any, the cost of placement of the Shares and for general working capital.

The Company proposes to offer the Shares to professional and sophisticated investors and other investors not requiring a disclosure document under section 708 of the Corporations Act that are known to the Company and/or introduced by stockbrokers. The Shares will only be issued to those persons that accept an offer, if and when the proposed issue is approved by shareholders at the Annual General Meeting. The Shares will not be offered to related parties. The Company may not issue all the securities for which approval is given and may issue the securities progressively as the Company places the securities with investors.

No Shares approved under this Resolution 10 will be issued and allotted by the Company later than three months from the date of the Annual General Meeting.

Recommendation

The Directors recommend that shareholders vote in favour of Resolutions 2, 7, 8, 9 and 10 and make no recommendations on Resolutions 1, 3, 4, 5 and 6 by reason of their interests in those resolutions.

FOR ALL ENQUIRIES CALL:
+61 2 9264 3100

FACSIMILE
+61 2 9264 0099

ALL CORRESPONDENCE TO:
PO Box 20188
World Square, Sydney NSW 2002
Australia

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 12:00 PM ON 26 NOVEMBER 2011

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:

- (a) 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.
- (b) 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 **12:00 pm on 26 November 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 - Ausmon Resources Limited, PO Box 20188,
World Square, Sydney NSW 2002 Australia

BY FAX - + 61 2 9264 0099

IN PERSON - Ausmon Resources Limited,
Suite 1502, Level 15, 370 Pitt Street, Sydney NSW 2000 Australia

Attending the Meeting

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

Ausmon Resources Limited

<Co Name>
 <Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Ausmon 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 Ausmon Resources Limited to be held at Suite 1502, Level 15, 370 Pitt Street Sydney, NSW 2000 on 28 November 2011 at 12:00 pm** 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 a resolution, 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. The Chair intends to vote all undirected proxies in favour of the resolutions.

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

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr John Q Wang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for issue of 600,000 Shares to Mr King M Fan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for issue of 220,000 Shares to Dr David W King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for issue of 600,000 Shares to Mr John Q Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for issue of 600,000 Shares to Mr Gang Zheng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for issue of 109,121 Shares on 24 January 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for issue of 400,000 Shares on 20 April 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for issue of 1,100,000 Shares on 11 July 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval for issue of up to 18,000,000 new 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 / / 2011