
BLACK RANGE MINERALS LIMITED

ABN 86 009 079 047

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 9.30 am (WDST)

DATE: 24 November 2008

PLACE: The Sutherland Room
City West Function Centre
City West Centre
45 Plaistowe Mews
West Perth, Western Australia

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

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TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Black Range Minerals Limited which this Notice of Annual General Meeting relates to will be held at 9:30 am (WDST) on 24 November 2008 at:

The Sutherland Room
City West Function Centre
City West Centre
45 Plaistowe Mews
West Perth, WA 6005

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form by hand to the Company's registered office at Level 2, 675 Murray Street, West Perth, Western Australia;
- (b) mail the proxy form to the Company's registered office at PO Box 457 West Perth, Western Australia, 6872
- (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9226 2027.

so that it is received not later than 9:30 am (WDST) on 22 November 2008.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Black Range Minerals Limited will be held at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia at 9:30 am (WDST) on 24 November 2008.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 22 November 2008 at 5.00pm (WDST).

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2008 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Company adopt the Remuneration Report as contained in the Directors' Report in the Company's Annual Report for the financial year ended 30 June 2008."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MATTHEW WOOD

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

"That, Matthew Wood, being a Director of the Company who retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

Short Explanation: Clause 13.2 of the Constitution requires that at the Annual General Meeting one third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

DATED: 13 OCTOBER 2008

BY ORDER OF THE BOARD

**MR TIM FLAVEL
COMPANY SECRETARY
BLACK RANGE MINERALS LIMITED**

Voting Exclusion Note:

Where a voting exclusion applies, 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting.

1. RESOLUTION 1– REMUNERATION REPORT

The Remuneration Report is set out in the Director’s Report in the Company’s 2008 Annual Report. It is also available on the Company’s website at www.blackrangeminerals.com.

The Remuneration Report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company at the Annual General Meeting. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF MATTHEW WOOD

Clause 13.2 of the Constitution of the Company provides that at 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, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has 3 Directors and accordingly, 1 Director must retire.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Mr Matthew Wood retires in accordance with that clause of the Constitution and being eligible for re-election, offers himself for re-election at the Annual General Meeting.

3. ENQUIRIES

Shareholders are required to contact Tim Flavel, the Company Secretary on +61 8 9481 4920 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Annual General Meeting means the meeting convened by this Notice.

Board means the current board of directors of the Company.

Company means Black Range Minerals Limited (ABN 86 009 079 047).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act* 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

Notice means the notice of annual general meeting accompanying this Explanatory Statement.

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

Shareholder means a holder of a Share.

WDST means Western Daylight Savings Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
BLACK RANGE MINERALS LIMITED
ABN 86 009 079 047**

I/We

of

being a Member of **BLACK RANGE MINERALS LIMITED** entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 9:30 am (WDST) on 24 November 2008 at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all of the resolutions.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of a Director – Matthew Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature of Member(s): _____ **Date:** _____

Individual or Member 1	Member 2	Member 3
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

BLACK RANGE MINERALS LIMITED
ABN 86 009 079 047

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Annual General Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the proxy form enclosed:
 - (a) deliver the proxy form by hand to the Company's registered office at Level 2, 675 Murray Street, West Perth, Western Australia;
 - (b) mail the proxy form to the Company's registered office at PO Box 457, West Perth, Western Australia, 6872
 - (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9226 2027.

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