

24 October 2012

The Company Announcements Platform  
Australian Securities Exchange  
Level 5, 20 Bridge Street  
SYDNEY NSW 2000

**ASX ANNOUNCEMENT**

**NOTICE OF ANNUAL GENERAL MEETING & PROXY FORM**

Please find attached a Notice of Annual General Meeting and Proxy Form which has been despatched to shareholders today.

On behalf of the board



**Nathan Taylor**  
**Chairman**  
Stonewall Resources Limited

---

**STONEWALL RESOURCES LIMITED**

**(FORMERLY MERIDIEN RESOURCES LIMITED)**

**ACN 131 758 177**

**NOTICE OF 2012 ANNUAL GENERAL MEETING**

---

TIME: 12:00 noon (EST)  
DATE: 28 November 2012  
PLACE: Mills Oakley Lawyers  
Level 6, 530 Collins Street  
Melbourne VIC 3000

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.  
PLEASE READ IT CAREFULLY.**

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+61 8) 7421 1400.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is hereby given that the 2012 Annual General Meeting of Stonewall Resources Limited (formerly Meridien Resources Limited) (the **Company**) will be held at:

Venue: Mills Oakley Lawyers  
Level 6, 530 Collins Street  
Melbourne VIC 3000

Date: 28 November 2012

Time: 12.00 noon (EST)

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting.

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7.00 pm (EST) on 26 November 2012.

---

### AGENDA

---

#### Ordinary Business

##### 1. Receipt of Annual Report, Financial Statements, Directors' and Audit Report

"To receive and consider the Annual Report, Financial Statements of the Company and its controlled entities, together with the Directors' Report and the Audit Report for the year ended 30 June 2012."

*Note: This item of business is for discussion and is not for resolution.*

---

#### Resolutions

##### 1. RESOLUTION 1 – ELECTION OF DIRECTORS

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

- 1.1 "That Mr Trevor Fourie, a non-executive director of the Company having been appointed as an addition to the board on 27 January 2012, in accordance with clause 13.2 of the Company's constitution and, being eligible, offering himself for election, be elected as a director of the Company."
- 1.2 "That Mr David Murray, a non-executive director of the Company having been appointed as an addition to the board on 27 January 2012, in accordance with clause 13.2 of the Company's constitution and, being eligible, offering himself for election, be elected as a director of the Company."

---

##### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

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

"That Mr Taylor, a non-executive director of the Company who is retiring by rotation under clause 16.1 of the Company's Constitution, and being eligible for re-election under clause 16.2, offers himself for re-election as director of the Company, be elected as a director of the Company."

---

---

### 3. RESOLUTION 3 – ADOPTION OF THE REMUNERATION REPORT

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

“That the Remuneration Report (which forms part of the Directors’ Report) for the year ended 30 June 2012 be adopted.”

*Note - the vote on this item is advisory only and does not bind the directors or the Company.*

#### **Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- a closely related party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

---

### 4. RESOLUTION 4 - APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purposes of the ASX Listing Rules, including ASX Listing Rule 7.1A, and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (Additional Placement Capacity) and on the terms and conditions set out in the Explanatory Notes (accompanying and forming part of this Notice of Meeting) be approved.”

#### **Voting Exclusion Statement**

The Company will disregard any votes cast by a person who may participate in an issue of equity securities under the Additional Placement Capacity (and any associate of that person) and any 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 associate of that person). However, the Company need not disregard a vote 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 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.

At the date of this Notice, the Company has not approached any particular existing shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholders’ votes will therefore be excluded under the voting exclusion in this Notice.

---

## 5. RESOLUTION 5 - REMOVAL OF AUDITOR

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

*"That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of RSM Bird Cameron Partners as the current auditor of the Company effective from the date of the Meeting."*

---

## 6. RESOLUTION 6 – APPOINTMENT OF AUDITOR TO REPLACE AUDITOR REMOVED FROM OFFICE

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

*"That, pursuant to section 327 of the Corporations Act and for all other purposes, approval is given for the appointment of Deloitte Touche Tomatsu as auditor of the Company effective from the date of the Meeting."*

---

## 7. RESOLUTION 7 – APPROVAL TO ISSUE UP TO 50,000,000 ORDINARY SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 50,000,000 New Shares on the terms and conditions set out in the Explanatory Memorandum."

### Voting Exclusion Statement

The Company will disregard any votes cast by a person who may participate in the issue and any 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 associate of that person). However, the Company need not disregard a vote 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 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

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

---

### Proxies

Please note that:

- (a) a shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

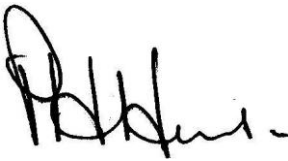
The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

---

### **Voting Entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm (EST) on 26 November 2012. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

### **By Order of the Board of Directors**

A handwritten signature in black ink, appearing to read 'Peter Hunt', with a horizontal line extending to the right.

**Peter Hunt**  
Company Secretary  
24 October 2012

---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2012 Annual General Meeting to be held on Wednesday, 28 November 2012 at 12.00 noon (EST) (**AGM**).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

### **1 RESOLUTIONS 1.1 & 1.2 - Election of Directors**

Messrs Fourie and Murray were appointed to fill casual vacancies within the Company since the last Annual General Meeting under clause 13.2 of the Company's Constitution and are seeking election as directors of the Company. Any director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for election at that meeting. Mr Fourie and Mr Murray are eligible for election under clause 13.2 and offer themselves for election as directors of the Company. Biographical information for each follows at items 1.1. and 1.2. respectively:

#### **1.1. Election of Mr Trevor Fourie**

Mr Fourie graduated from an Advanced Executive Program, School of Business Leadership, University of South Africa; and has a Diploma in Management, Henley Business School; Advanced Management Program, Harvard.

Mr Fourie has had 24 years experience in corporate and retail banking with Barclays Bank and First National Bank. Mr Fourie has served as Executive Directors of FBC Future Bank Corporation Limited and Marketing Director for WesBank. After his relocation to Australia he was appointed as Chief Executive Officer of RMB Australia's leasing division and Executive Director of RMB Australia Limited (Rand Merchant Bank Australia). As of 2008 he has pursued his own ventures in the financial services and resources sectors, and is currently a non-executive director of Galaxy Gold

The Directors (excluding Mr Fourie) unanimously recommend that shareholders vote in favour of Resolution 1.1.

#### **1.2. Election of Mr David Murray**

Mr Murray holds Bachelor of Science (Civil Engineering), University of Natal; Post Graduate Diploma (Mining), University of Pretoria; Advanced Executive Program, University of South Africa.

Mr Murray retired as president of Energy Coal at BHP Billiton Limited in December 2009 after holding various senior positions within the coal division from 1993. Mr Murray worked for Ingwe Coal Corporation from 1978 to 1999, having acted as Managing Director from 1993 onwards. In 1999 he was appointed as Chief Executive of Billiton Coal. In 2001, after moving to Australia, he was appointed CEO of BHP Billiton Mitsubishi Alliance. Prior to accepting, the position of President of Energy Coal in 2008, Mr Murray has served as BHP's President of Metallurgical Coal and President of the Coal Customer group.

The Directors (excluding Mr Murray) unanimously recommend that shareholders vote in favour of Resolution 1.2.

### **2 RESOLUTION 2 – Re-Election of Mr Nathan Taylor**

Resolution 2 seeks approval for the re-election of Mr Taylor who is retiring by rotation under clause 16.1 of the Company's Constitution. This clause states that at least one third of the Company's directors must retire from office at each Annual General Meeting. Mr Taylor is the longest director in office and is therefore required to retire under clause 16.2 of the Company's Constitution. Mr Taylor is eligible for election under clause 16.2 and offers himself for re-election as director of the Company.

## 2.1. Election of Mr Nathan Taylor

Mr Taylor holds a Bachelor of Commerce and a Bachelor of Laws from Bond University.

Nathan has experience as Head of Equity Capital Markets at Stonebridge Securities Limited, a boutique stockbroker headquartered in Sydney. Prior to joining StoneBridge, Nathan worked within the UBS Equity Capital Markets team and prior to this within the Macquarie Bank Equity Capital Markets team. Nathan has been involved in raising over A\$6bn for ASX listed companies. Nathan also has experience in conducting due diligence and structuring a number of regulated and unregulated M & A transactions through his work with Blake Dawson as a Corporate Lawyer.

The Directors (excluding Mr Taylor) unanimously recommend that shareholders vote in favour of Resolution 2.1.

## 3 RESOLUTION 3 – Adoption of the Remuneration Report

The Company's Remuneration Report to shareholders forms part of the Company's Directors' Report for the year ended 30 June, 2012 and is set out in the Company's 2012 Annual Report. The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

However, recent amendments to the Act which have effect from 1 July, 2011 provide that if the Company's Remuneration Report receives a 'no' vote of 25 per cent or more at two consecutive Annual General Meetings, a resolution must then be put to shareholders at the second Annual General Meeting as to whether another meeting should be held (within 90 days) at which all directors who were in office at the date of approval of the applicable directors' Report must stand for re-election.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on the Remuneration Report.

The directors unanimously recommend that shareholders vote in favour of Item 2, noting that each director has a personal interest in his own remuneration from the Company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, **you expressly acknowledge and authorise the Chair to exercise your proxy on this Resolution (except where you have indicated a different voting intention on the proxy form) even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.**

If you appoint any other person as your proxy, you do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.



#### 4 RESOLUTION 4 - Approval of Additional Placement Capacity

In August 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the Annual General Meeting ("**Additional Placement Capacity**"). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an Annual General Meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and, as such, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% of the Company's issued share capital without prior approval from shareholders.

While the Company does not have current plans to undertake a capital raising (other than that currently in progress as approved at the General Meeting of Shareholders held 2 October 2012), the Company seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Importantly:

- Pursuant to ASX Listing Rule 7.1A.3 the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
  - the date on which the price at which the securities are to be issued is agreed; or
  - if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.
- The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:
  - the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
  - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.
- Equity securities under the Additional Placement Capacity may be issued until the earlier of:
  - the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
  - the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

- The Company may issue equity securities under the Additional Placement Capacity for the following purposes:
  - non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3); or

- cash consideration: to raise funds for the exploration and development of the Company's existing assets, the acquisition of new assets or investments (including assets associated with such acquisition), to repay debt or to fund working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - the purpose of the issue;
  - the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
  - the effect of the issue of the equity securities on the control of the Company;
  - the financial situation and solvency of the Company;
  - prevailing market conditions; and
  - advice from the Company's advisors.

As the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial shareholders and or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the Additional Placement Capacity will be vendors of the new resources, assets or investments.

- ASX Listing Rule 7.1A was introduced in August 2012 and as such, the Company has not previously obtained approval for the Additional Placement Capacity.
- A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholders' votes will therefore be excluded under the voting exclusion in the Notice.
- When the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX:
  - a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
  - the information required by Listing Rule 3.10.5A for release to the market.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting or under Resolution 6; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.085 50% decrease in Issue Price	\$0.17 Issue Price	\$0.34 100% increase in Issue Price
413,126,834  Current Variable A	10% Voting Dilution	41,312,683 Shares	41,312,683 Shares	41,312,683 Shares
	Funds raised	\$3,511,578	\$7,023,156	\$14,046,312
619,690,251  50% increase in current Variable A	10% Voting Dilution	61,969,025 Shares	61,969,025 Shares	61,969,025 Shares
	Funds raised	\$5,267,367	\$10,534,734	\$21,069,469
826,253,668  100% increase in current Variable A	10% Voting Dilution	82,625,367 Shares	82,625,367 Shares	82,625,367 Shares
	Funds raised	\$7,023,156	\$14,046,312	\$28,092,625

The above table has been prepared based on the following assumptions:

- Current Variable A is calculated as at 8 October 2012 and is inclusive of the total shares expected to be issued under the transactions approved at the General Meeting of shareholders held on 2 October 2012.
- the Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- the table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- the issue of equity securities under the Additional Placement Capacity includes only shares.
- the issue price of \$0.17 was the closing price of shares on ASX on 1 October 2012. As of the date of despatch of this notice, trading of the Company's shares had been suspended since 2 October 2012 whilst the Company recompiles with Chapters 1 and 2 of the ASX Listing Rules.

## 5 RESOLUTION 5 - Removal of Auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolution 5 is an ordinary resolution seeking the removal of RSM Bird Cameron Partners as the auditor of the Company. An auditor may be removed in a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to RSM Bird Cameron Partners and the ASIC.

## **6. RESOLUTION 6 – Appointment of Auditor to Replace Auditor Removed From Office**

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 6 is a special resolution seeking the appointment of Deloitte Touche Tomatsu as the new auditor of the Company. As required by the Corporations Act, a nomination for Deloitte Touche Tomatsu to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of Deloitte Touche Tomatsu as auditors is set out at Annexure 1.

Deloitte Touche Tomatsu has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to shareholder approval of this resolution.

If Resolutions 5 and 6 are passed, the appointment of Deloitte Touche Tomatsu as the Company's auditor will take effect at the close of this Meeting. Resolution 6 is subject to the passing of Resolution 5 .

## **7. RESOLUTION 7 - Approval To Issue Up To 50,000,000 Ordinary Shares**

This resolution seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 50,000,000 Ordinary Shares (New Shares) to investors under section 708 of the Corporations Act 2001 (Cth) (Investors) by way of placement.

The issue price for the New Shares has not yet been determined; however the minimum price for the New Shares will be at least 80% of the average market price of the Company's Shares. The average will be calculated over the last five trading days prior to the day on which the issue is made.

The purpose of the issue is to assist with the funding of working capital in the short and medium term.

However, the Directors reserve the right to vary the application of funds raised by the issue of the New Shares in the best interests of the Company.

The Company is seeking Shareholder approval under Resolution 7, so that the New Shares offered to Investors does not count towards the 15% threshold. If Shareholder approval is not obtained for Resolution 7, the Company may still issue the New Shares up to the maximum allowed under the 15% threshold without Shareholder approval.

However, if Resolution 7 is approved, the effect will be that provided the New Shares are issued as set out in this Explanatory Memorandum no later than 3 months after the date of the Meeting, they will not count towards the Company's 15% threshold.

### **Approval to Issue the New Shares**

The New Shares will be issued progressively but no later than 28 February 2013 (3 months after the date of the Annual General Meeting).

The New Shares will be available to Investors that are identified by the Company or its brokers to fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth) (for which no disclosure is required). The New Shares will be issued in accordance with the Listing Rules at an issue price that is at least 80% of the average market price of the Company's Shares. The average will be calculated over the last five trading days prior to the day on which the issue is made.

### **Listing Rule Requirements**

In compliance with the requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to the proposed New Shares:

	<b>Required Disclosure</b>
<b>Maximum number of securities to be issued</b>	Up to 50,000,000 New Shares.
<b>Date by which the New Shares will be issued</b>	<p>The New Shares will be issued as soon as practicable after Shareholder approval is obtained and the issue price for the New Shares (as noted below) is received by the Company, but in any event for the purposes of relying on the Shareholder approval obtained for this Resolution, the New Shares will be issued no later than 3 months after this Annual General Meeting (28 February 2013).</p> <p>The Company is not bound to issue the maximum number of New Shares for which Shareholder approval is sought. The Company may, in its absolute discretion, issue such lesser number of New Shares as it may determine.</p> <p>The issue of New Shares may occur progressively, provided that any New Shares are issued no later than 3 months after the date of the Annual General Meeting.</p>
<b>Issue price</b>	The issue price for the New Shares has not yet been determined; however the minimum price for the New Shares will be at least 80% of the average market price of the Company's Shares. The average will be calculated over the last five trading days prior to the day on which the issue is made.
<b>Allottees</b>	<p>New Shares will be allotted and issued to Investors that are identified by the Company or its brokers as an investor who qualifies for one or more of the exemptions specified in section 708 of the Corporations Act (for example "sophisticated investors" or "professional investors" within the meaning given by those terms under the Corporations Act).</p> <p>The Company reserves the right to pay any broker a commission on all monies raised from allottees introduced by the broker. As Shareholder approval is only being sought under this Resolution 6 for the purposes of Listing Rule 7.1, in accordance with Listing Rule 10.11 the New Shares cannot be issued to "related parties" of the Company as that term is defined by the Listing Rules. The term "related parties" includes (but is not limited) to the Directors and their spouses and entities controlled by the Directors.</p>
<b>Terms of the securities</b>	The New Shares that are issued will rank equally in all respects with existing Shares from the issue date, in accordance with the terms of the Constitution.
<b>Use of funds</b>	<p>As outlined above, the intended use of the funds raised from the New Shares is to:</p> <p>(a) fund working capital in the short and medium term.</p>

### **Effect of the Resolution**

Resolution 6, if passed, will allow the Company to issue up to 50,000,000 New Shares.

This issue of up to 50,000,000 New Shares will have a dilutive effect on the existing Shareholders. The exact dilutive effect will depend on whether the full 50,000,000 New Shares are allotted and issued. If the full 50,000,000 New Shares are allotted and issued, and assuming no Shares are issued or options exercised in the interim, the maximum dilutive effect will equate to 10.80% of the Shares on issue.

Accordingly, each existing Shareholder's percentage ownership in the Company will be reduced upon the issue of the New Shares, reducing the existing Shareholder's percentage ownership and their control over the affairs of the Company.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

### **Enquiries**

Shareholders are encouraged to contact the Company Secretary on (+61 8) 7421 1400 if they have any queries in respect to the matters set out in these documents.

---

## TIME AND PLACE OF MEETING AND HOW TO VOTE

---

### VENUE

---

The Annual General Meeting of the Company to which this Notice of Meeting relates will be held at 12.00 noon (EST) on Wednesday, 28 November 2012 at:

Mills Oakley Lawyers  
Level 6, 530 Collins Street  
Melbourne VIC 3000

### YOUR VOTE IS IMPORTANT

---

The business of the Annual General Meeting affects your shareholding and your vote is important.

### 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 enclosed Proxy Form and return by the time and in accordance with the instructions set out on the proxy form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. (If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.)

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must call all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair on certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.



# STONEWALL RESOURCES LIMITED

## (FORMERLY MERIDIEN RESOURCES LIMITED)

Stonewall Resources Limited  
ACN 131 758 177

**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

#### 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 noon (EST) on MONDAY 26<sup>th</sup> NOVEMBER 2012

## 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 **12:00 noon (EST) on Wednesday, 28<sup>th</sup> November 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

### Attending the Meeting

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

# STONEWALL RESOURCES LIMITED (Formerly Meridien Resources Limited)

## STEP 1 - Appointment of Proxy

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

	the Chairman of the Meeting (mark with an X/ⓧ)	<b>OR</b>	
--	--	-----------	--

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 Stonewall Resources Limited to be held at Mills Oakley Lawyers, Level 6, 530 Collins Street, Melbourne, VIC 3000 on Wednesday the 28<sup>th</sup> of November 2012 at 12:00 noon (EST)** 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.

**Chairman authorised to exercise proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of **Resolution 3** even though the Chairman of the Meeting is, and **Resolution 3** is connected directly or indirectly with the remuneration of, a member of key management personnel for Stonewall Resources Limited.

**The Chairman of the Meeting will vote all undirected proxies in favour of all resolutions (including Resolution 3).** If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on a resolution, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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

### Ordinary Business

		For	Against	Abstain*
Resolution 1.1	Re-election of Mr Trevor Fourie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1.2	Re-election of Mr David Murray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Nathan Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor to replace Auditor removed from office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue up to 50,000,000 Ordinary Shares	<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 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.

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name .....

Contact Daytime Telephone .....

Date / / 2012