
COVENTRY RESOURCES LIMITED

ABN 33 082 901 362

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 11:30 am (WST)

DATE: 24 November 2009

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

This Notice of 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 MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Coventry Resources Limited which this Notice of General Meeting relates to will be held at 11:30 am (WST) on 24 November 2009 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 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; or
- (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 11:30 am (WST) on 22 November 2009.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Coventry Resources Limited will be held at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth WA 6005, at 11:30 am (WST) on 24 November 2009.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at the close of business on 22 November 2009.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

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

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2009 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF 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, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2009."

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR FALDI ISMAIL

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

"That, Faldi Ismail, 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."

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR ANTHONY GODDARD

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

“That, for the purposes of clauses 13.4 of the Constitution and for all other purposes, Anthony Goddard, a Director who was appointed on 21 October 2009, retires and, being eligible for re-election, is re-elected as a Director of the Company.

4. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR MICHAEL HAYNES

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

“That, for the purposes of clauses 13.4 of the Constitution and for all other purposes, Michael Haynes, a Director who was appointed on 21 October 2009, retires and, being eligible for re-election, is re-elected as a Director of the Company.

5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

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

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Ernst and Young, having consented in writing to act as auditors of the Company, be appointed as auditors, effective immediately.”

Short Explanation: Section 327B of the Corporations Act provides that a public company must appoint an auditor to fill any vacancy in the office of auditor at each subsequent AGM.

DATED: 19 October 2009

BY ORDER OF THE BOARD

**MR SCOTT FUNSTON
COMPANY SECRETARY
COVENTRY RESOURCES 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.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia on 24 November 2009 at 11:30am (WST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Director's report contained in the annual financial report of the Company for the financial year ending 30 June 2009.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2. RESOLUTION 2 - RE-ELECTION OF A DIRECTOR – MR FALDI ISMAIL

Clause 13.2 of the Constitution of the Company provides that at each annual general meeting of the Company 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. Clause 13.2 of the Constitution provides that a retiring Director is eligible for re-election.

Mr Faldi Ismail retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

3. RESOLUTIONS 3 & 4 – RE-ELECTION OF DIRECTORS – MR ANTHONY GODDARD & MR MICHAEL HAYNES

Clauses 13.4 of the Constitution of the Company provide that the Directors may at any time appoint a person to be a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr Anthony Goddard and Mr Michael Haynes retire in accordance with the Constitution and, being eligible for re-election, offer themselves for re-election at the Annual General Meeting.

4. RESOLUTION 5 – APPOINTMENT OF AUDITOR

Section 327B of the Corporations Act provides that a public company must appoint an auditor to fill any vacancy in the office of auditor at each subsequent AGM.

The Company's current auditor, McIntosh Bishop, has advised the Company that it would like to resign as auditors to the Company. As a consequence, McIntosh Bishop will be seeking the consent of the ASIC to the resignation.

If ASIC consent is obtained, the Board intends to appoint Ernst and Young as auditor. Resolution 5 seeks shareholder approval to appoint Ernst and Young as the auditors of the Company. A shareholder of the Company has nominated Ernst and Young as auditor of the Company. A copy of this nomination is annexed to this Explanatory Statement.

Ernst and Young has consented to act as the Company's auditor in accordance with the Corporations Act and has not withdrawn that consent.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

5. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 9226 1356 if they have any queries in respect of the matters set out in these documents.

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GLOSSARY

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

ASX means ASX Limited.

Board means the board of directors of the Company.

Company means Coventry Resources Limited (ABN 64 124 062 871).

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

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

Option means an option to subscribe for a Share.

Share means a share in the Company.

Shareholder means a shareholder in the Company.

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19 October 2009

The Company Secretary
Coventry Resources Limited
Level 2, 675 Murray Street
WEST PERTH WA 6005

NOMINATION OF AUDITOR

I, Scott Funston, a shareholder of Coventry Resources Limited (ABN 33 082 901 362) (**Company**), hereby nominate pursuant to section 328B of the Corporations Act (Cth) 2001, Ernst and Young of 11 Mounts Bay Road, Perth, Western Australia for appointment as auditor of the Company at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully,



Scott Funston

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PROXY FORM

APPOINTMENT OF PROXY
COVENTRY RESOURCES LIMITED
ABN 33 082 901 362

ANNUAL GENERAL MEETING

I/We

of

being a member of Coventry Resources 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 11.30am (WST), on 24 November 2009 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 the Resolutions.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Faldi Ismail	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Anthony Goddard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Michael Haynes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature of Member(s): _____ Date: _____

Individual or Member 1	Member 2	Member 3
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

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Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. 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; or
 - (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9226 2027,

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