



ACN 118 153 825

Time: 11.00 am WST
Date: 22 November 2011
Place: Middletons, Level 32,
44 St Georges Terrace,
Perth, Western Australia

2011 NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

This Notice of Meeting and Explanatory Memorandum complies with the requirements of the Australian Corporations Act, the Listing Rules of the ASX and the requirements of the Australian Securities and Investments Commission ("ASIC").

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Neither the ASX or ASIC has in any way passed any views on the merits of the transactions contemplated in the Notice of Meeting and accompanying Explanatory Memorandum

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Liantown Resources Limited ('Liantown Resources') to which this Notice of Meeting relates will be held at 11.00 am (WST) on Tuesday 22 November 2011 at:

Middletons, Level 32, 44 St Georges Terrace, Perth, Western Australia

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

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

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

- (a) by post to Liantown Resources Limited, GPO Box 2890, Perth, WA, 6001; or
- (b) by facsimile to the Company on + 61 8 9322 5800,

so that it is received no later than **11.00 am (WST) on 20 November 2011**, being not less than 48 hours prior to the commencement of the meeting. Proxy forms received later than this time will be invalid. Where a proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

BODIES CORPORATE – CORPORATE REPRESENTATION

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the meeting of Shareholders. The appointment may be a standing one. An Appointment of Corporate Representative is enclosed with this notice.

VOTING ENTITLEMENTS

The Board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are registered holders of the Company's shares at 4.00pm (WST) on 18 November 2011.

ENQUIRIES

The Company welcomes enquiries in respect of matters covered in this Notice of Meeting and Explanatory Memorandum and the attendance of Shareholders at the General Meeting. Should you require further information please contact:

The Company Secretary
Richard Hacker

Phone: (+61 8) 9322 7431

Fax: (+61 8) 9322 5800

Email: rhacker@lresources.com.au

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (**Meeting**) of the Shareholders of Lontown Resources Limited (the **Company**) will be held at Middletons, Level 32, 44 St Georges Terrace, Perth, Western Australia on 22 November 2011 at 11.00am (WST).

AGENDA

ORDINARY BUSINESS

Financial Report

To receive, consider and discuss the Company's Financial Report for the year ended 30 June 2011 and the reports of the directors and auditors hereon.

RESOLUTION 1 – Adoption of the Remuneration Report

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

“That, pursuant to and in accordance with section 250R(2) of the Corporations Act, the Directors’ Remuneration Report for the financial year ended 30 June 2011 as contained within the Director’s Report be adopted.”

Note: Section 250R(3) of the Corporations Act provides that the vote on Resolution 1 is advisory only and does not bind the Directors.

Voting Exclusion Statement

The Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) a member of the key management personnel as disclosed in the Remuneration Report (Key Management Personnel); and
- (b) a closely related party (such as close family members and any controlled companies) of those persons, unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a director on the Proxy Form.

The Chairman of the meeting intends to vote all available (directed and undirected) proxies in favour of Resolution 1.

RESOLUTION 2 - Re-election of Craig Williams as a Director

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

“To re-elect as a Director of the Company, Craig Williams who retires by rotation in accordance with the Company’s constitution and the ASX Listing Rules and, being eligible, offers himself for re-election.”

RESOLUTION 3 – Approval of Issue of Shares

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

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Directors be authorised to allot and issue up to 35,000,000 fully paid ordinary shares in the capital of the Company on the terms and conditions as set out in the Explanatory Memorandum”.

NB: At the date of this Notice no decision has been made to issue shares nor is there any proposal before the Board in that regard. This approval is valid for 3 months only.

Voting Exclusion Statement

The Company will disregard any vote cast on Resolution 3 by, or on behalf of:

- (1) any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares if Resolution 3 is passed; and
- (2) an associate of that person.

However, the Company need not disregard a vote if:

- (3) it is cast by a person as proxy for a person which is entitled to vote, in accordance with the directions on the proxy form; or
 - (4) 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.
-



Richard Hacker
Company Secretary

6 October 2011

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Lontown Resources Limited (ACN 118 153 825) (“**Company**”) in connection with the business to be transacted at the Annual General Meeting of the Company to be held on 22 November 2011 (“**Meeting**”).

At the AGM, Shareholders will be asked to consider the following resolutions:

- (i) authorising the adoption of the Remuneration Report;
- (ii) authorising the re-election of Mr Craig Williams as a Director of the Company; and
- (iii) authorising the directors to issue shares.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to pass these resolutions. It explains the resolutions and identifies the Board’s reasons for putting them to Shareholders. The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

FINANCIAL STATEMENT AND REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors’ Report (including the Remuneration Report) and the Auditor’s Report for the last financial year that ended before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company’s Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company and the independence of the Auditor.

RESOLUTION 1 – Adoption of the Remuneration Report

Section 298 of the Corporations Act requires the annual Directors’ Report to contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

The Remuneration Report of the Company for the financial year ended 30 June 2011 is set out in the Directors’ Report contained in the 2011 Annual Report to Shareholders (“Remuneration Report”).

The Remuneration Report sets out the Company’s remuneration arrangements for the Executive and Non-executive Directors and key management personnel. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting. However, the vote on this Resolution is only advisory and does not bind the Directors of the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either “For”, “Against” or “Abstain” on the Proxy Form. The Chairman of the meeting intends to vote all proxies (directed and undirected) in favour of Resolution 1.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

RESOLUTION 2 – Re-election of Craig Williams as a Director of the Company

Under the Company’s Constitution, one-third (or the number closest to one-third) of the Directors (other than the Managing Director) are required to retire by rotation each year.

Mr Williams was elected as a Director of the Company on 14 November 2006 and in accordance with the Company’s Constitution and the ASX Listing Rules retires. Mr Williams being eligible has offered himself for re-election as a Director of the Company.

Mr Williams is a Non-executive Director of the Company and is a geologist with over 30 years experience in mineral exploration and development. Mr Williams co-founded Equinox Minerals Limited in 1993 where, until recently following Barrick Gold’s takeover of Equinox, was President, Chief Executive Officer and Director. He has been directly involved in several significant discoveries, including the Ernest Henry Deposit in Queensland and a series of gold deposits in Western Australia. In addition to his technical capabilities, Mr Williams also has extensive corporate management and financing experience.

The Board (other than Mr Williams) unanimously recommends that Shareholders vote in favour of this resolution.

RESOLUTION 3 – Approval of Issue of Shares

Listing Rule 7.1 prohibits a company from issuing securities representing more than 15% of its issued capital in any 12 month period without Shareholder approval. As at the date of this Notice, this would enable the Directors to issue 31,661,037 Shares.

Notwithstanding this, and reflecting the current share price (thus, the funds that could be raised under a 15% placement), the Board considers it would be prudent to have in place an authority to issue shares in excess of the Company’s allowable (without Shareholder approval) 15% share issue capacity should it be appropriate. Accordingly, approval is being sought to issue up to 35,000,000 Shares within 3 months of shareholder approval, if the Board considers that appropriate. If no share issue is made pursuant to this resolution within the 3 months of its passing, then unless ASX agrees otherwise Shareholder approval will lapse.

EXPLANATORY MEMORANDUM (CONTINUED)

RESOLUTION 3 – Approval of Issue of Shares (continued)

There is, at the date of this Notice, no proposal before the Board for the issue of these additional Shares. The object of this resolution is to give the Board flexibility should circumstance arise that such an issue is appropriate. Listing Rule 7.3 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Memorandum for that purpose:

- a) the maximum number of Shares that could be issued pursuant to Resolution 3 is 35,000,000;
- b) the issue price of the Shares will be at least 80% of the average market price for the Company's Shares. The average market price will be calculated over the last 5 days on which sales in the Company's Shares were recorded before the day on which the issue is made or, if there is a prospectus, product disclosure statement or offer information statement relating to the issue, over the last 5 days on which sales in the Company's Shares are recorded before the date the prospectus, product disclosure statement or offer information statement is signed;
- c) the funds would be used to advance exploration of the Company's current and future projects and for working capital purposes;
- d) the Shares would not be issued to related parties of the Company and would be investors considered appropriate and suitable by the directors;
- e) any Shares issued pursuant to this Resolution 3, would be issued no later than 3 months after the date of the Meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;
- f) the Shares would be issued in a single allotment or in various allotments as determined by the directors;
- g) any Shares issued pursuant to Resolution 3 would rank equally with existing ordinary shares on issue; and
- h) a voting exclusion statement is included in this Notice.

GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this Explanatory Memorandum and in the Notice of Meeting and which such meanings shall apply unless the context requires otherwise. Additional terms used only occasionally are defined where used in their first instance in the body of this Explanatory Memorandum.

ASIC:	means the Australian Securities and Investments Commission.
ASX:	means ASX Limited (ACN 008 624 691).
ASX Listing Rules:	means the Listing Rules of ASX.
Board of Directors or Board:	means the board of the Directors of the Company.
Business Day:	means a day, other than Saturdays, Sundays or any other public holiday in Perth, Western Australia.
Constitution:	means the constitution of the Company.
Company:	means Liontown Resources Limited (ACN 118 153 825).
Corporations Act:	means the <i>Corporations Act 2001</i> (Cth).
Directors:	means the directors of the Company.
Explanatory Memorandum:	means this explanatory memorandum.
Meeting:	means the meeting of Shareholders called by the notice of meeting of which this Explanatory Memorandum forms part.
Notice of Meeting:	means the notice of meeting of which this Explanatory Memorandum forms part.
Resolution:	means a resolution to be considered by the Shareholders at the AGM.
Share:	means a fully paid ordinary share in the capital of the Company
Shareholder:	means a registered member of the Company.

PROXY FORM

LIONTOWN RESOURCES LIMITED

ABN 39 118 153 825

Appointment of Proxy

I/We

being a shareholder of Liontown Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

appoint

(Name of proxy)

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, as my/our proxy to act generally at the Annual General Meeting 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, at the Annual General Meeting of Liontown Resources Limited to be held at 11.00am (WST) on 22 November 2011 at Middletons, Level 32, 44 St Georges Terrace, Perth, Western Australia and at any adjournment of that meeting.

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 Mr Craig Williams as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue 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 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.

IMPORTANT

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (or that they are connected directly or indirectly with the remuneration of a member of key management personnel) and that votes cast by him, other than as a proxy holder, would 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 resolutions and your votes will not be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. **Please note:** By marking this box you further acknowledge that the Chairman will be voting all proxies in favour of Resolution 1 (Remuneration Report).

Signed this day of 2011
(Date) (Month)

By:
(Print Name)

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A shareholder 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 shareholder'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 shareholder of the Company.
3. **Signing Instructions**

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is included with the Notice of Annual General Meeting.

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. To vote by proxy, please complete and sign the proxy form enclosed and either send the proxy form:
 - (a) by post to Liontown Resources Limited, GPO Box 2890, Perth, WA, 6001; or
 - (b) by facsimile to the Company on facsimile number +61 8 9322 5800,so that it is received no later than **11.00 am (WST) on 20 November 2011**, being 48 hours before the time of the meeting. Proxy forms received later than this time will be invalid.



APPOINTMENT OF CORPORATE REPRESENTATIVE

LIONTOWN RESOURCES LIMITED

ABN 39 118 153 825

Appointment of Corporate Representative

Section 250D of the Corporations Act 2001 (Cwlth)

This is to certify that by a resolution of the directors of:

(Name of company)

(Company), the Company has appointed:

(Name of corporate representative)

in accordance with the provisions of section 250D of the Corporations Act 2001 (Cwlth), to act as the body corporate representative of that company at the Annual General Meeting of Liontown Resources Limited to be held at 11.00am (WST) on 22 November 2011 and at any adjournment of that meeting.

Dated 2011

Executed by the Company in accordance with its constituent documents

Signed by authorised representative

Signed by authorised representative

Name of authorised representative (print)

Name of authorised representative (print)

Position of authorised representative (print)

Position of authorised representative (print)

Instructions for Completing 'Appointment of Corporate Representative' Form

Under Australian law, an appointment of a body corporate representative will only be valid if the Certificate of Appointment is completed precisely and accurately.

Please follow the following instructions to complete the Certificate of Appointment:

1. Execute the certificate following the procedure required by your company's constitution or other constituent documents.
2. Print the name and position (eg director) of each company officer who signs this certificate on behalf of the company.
3. Insert the date of execution where indicated.
4. Send or deliver the certificate to the registered office of Liontown Resources Limited or fax the certificate to the registered office at (+61 8) 9322 5800.



Level 2, 1292 Hay Street, West Perth, WA

GPO Box 2890, Perth, WA 6001

Tel: (+61 8) 9322 7431

Fax: (+61 8) 9322 5800

E: info@ltresources.com.au