

AUSSIE Q RESOURCES LIMITED
A.C.N. 121 964 725



NOTICE OF ANNUAL GENERAL MEETING

AND

PROXY FORM

Date of Meeting
19 November 2009

Time of Meeting
11.00 am

Place of Meeting

Town and Country Motel
2 Southport-Nerang Road,
Nerang, Gold Coast 4211

AUSSIE Q RESOURCES LIMITED
A.C.N. 121 964 725

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Aussie Q Resources Limited, A.C.N. 121 964 725 (the "Company"), will be held at the Town and Country Motel, 2 Southport-Nerang Road, Nerang, Gold Coast on 19 November 2009 commencing at 11.00 am for the purpose of transacting the following business.

AGENDA

Financial Reports

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2009 including, the Directors' Report and the Independent Audit Report.

The Financial Statements are contained in the Company's 2009 Annual Report which is available on the Company's website. www.aussieqresources.com.au Shareholders will be given an opportunity to ask questions of the Directors and the Auditor in relation to these Financial Statements.

Resolution 1 - Adoption of Remuneration Report

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

“That the Remuneration Report be adopted”

The Remuneration Report is also contained in the 2009 Annual Report (refer pages 7 - 9). It is a requirement of the Corporations Act that this Report be provided to shareholders and voted upon by a vote which is advisory only and does not bind the Directors or the Company.

Resolution 2 –Election of Mr. Ed Newman as a Director (ordinary resolution)

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

“That Mr. Ed Newman be elected a Director of the Company.”

Mr. Newman was appointed to the Board as an additional Director on 31 December 2008. The Company's Constitution provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting. Details of Mr. Newman's qualifications and experience are set out in the 2009 Annual Report.

Resolution 3 –Election of Dr. Richard Haren as a Director (ordinary resolution)

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

“That Dr. Richard Haren be elected a Director of the Company.”

Dr. Haren was the CEO of the Company until 31 December 2008 and as CEO he was not subject to re election. The Company’s Constitution provides to the effect that one-third of the Directors (excluding Mr. Newman) being the Director(s) longest in office since last election should retire annually. Details of Dr. Haren’s qualifications and experience are set out in the 2009 Annual Report.

Resolution 4 – Approval of Future Placements (ordinary resolution)

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

“That for the purposes of Listing Rule 7.1 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves and authorises the placement by Directors of up to 18 million ordinary fully paid shares in the Company to two or more places not later than 3 months after the date of this meeting, each share to be issued at not less than 80% of the volume weighted average market price of the Company’s shares on the ASX calculated over the last 5 days on which sales of AQR shares were recorded prior to the date on which such share is issued.”

<p>Notes: For the purpose of this Resolution, the Company will in accordance with the Listing Rules of the Australian Securities Limited, disregard any votes cast on the Resolution by any person who may participate in the proposed placements or any associate of any such 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 if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on a proxy form to vote as the proxy decides.</p>
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The Directors are of the view that it will be of significant benefit to the Company if its exploration effort is increased in the coming 12 months. The Company’s current cash position is approximately \$3 million. It is the Directors view that further drilling, assays, metallurgical testwork and geotechnical work needs to be done to upgrade and possibly increase the Company’s current Inferred Resource and to pursue the Company’s strong suite of satellite prospects in the Rawbelle Project area, in particular Bucket Mountain. Additional employees and contractors will be required to get this work done and the Directors prefer that funding for this work be to hand before commitments are made. In addition, in the absence of waivers, 46% of the granted area of the Company’s exploration permits are to be compulsorily relinquished in the next 12 months and it is desirable to have done at least basic exploration on any area selected for relinquishment. This work can be funded by third parties under farmout or joint venture arrangements or directly by the Company or a combination of both- which is the Directors preference. If approved, this resolution would enable the Directors to place up to 18 million shares in the 3 months after this meeting at the minimum price provided in the resolution. The proposed allottees are not yet known but are likely to be institutional investors or industrial consumers or traders interested in offtake of the metals contained in the Resources delineated by the Company to date. The shares to be issued will be

ordinary fully paid shares ranking equally in all respects with the Company's current issued shares. ASX quotation will be sought for the shares which are issued under the authority of this resolution. The funds raised will be used as working capital to continue work on the prospects currently being explored and to widen the exploration effort to additional prospective areas. It is anticipated that a number of allotments will be made progressively. The effect of this approval will be that the Company's capacity to issue additional shares in the next 12 months up to 15% of its capital in accordance with ASX Listing Rule 7.1 will not be diminished by the proposed placements.

By order of the Board

A handwritten signature in black ink, appearing to read 'S. Lonergan', with a long horizontal flourish extending to the right.

Stephen J Lonergan
Company Secretary

Dated: 19 October 2009

Aussie Q Resources Limited
A.C.N. 121 964 725

PROXY FORM

The Company Secretary
Aussie Q Resources Limited
Registered Office Address:

Level 1, 27-29 Crombie Avenue,
Bundall Qld 4217
Email: aqrl@bigpond.com

Please Return Proxy form by mail
Aussie Q Resources Limited,
PO Box 8155, Gold Coast MC, QLD 9726
Or by Fax
+61 7 5574 3568

I/We (name of shareholder)

of (address)

being a member/members of Aussie Q Resources Limited HEREBY APPOINT

(name)

of (address)

and/or failing him (name)

of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Town and Country Motel 2 Southport-Nerang Road, Nerang, Gold Coast on **19 November 2009 commencing at 11.00am** and at any adjournment of the meeting.

If you do not wish to direct your Proxy how to vote, please place a mark in the box.

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 resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of the resolutions before the meeting. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

If you do wish to direct your Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Ed Newman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Richard Haren as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Future Placements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

This Proxy is appointed to represent ___ % of my voting right, or if 2 proxies are appointed Proxy 1 represents ___% and Proxy 2 represents ___% of my total votes

My total voting right is _____ shares

If the shareholder is an individual:

Signature: _____

Name: _____

If the shareholder is a company:

Director or Sole Director and Secretary

Director/Secretary

_____/_____/2009
Date

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, by post, facsimile or email to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) 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
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.