



SOVEREIGN
METALS LIMITED

ABN 71 120 833 427

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Thursday 26 November 2009 at 9.00am (WST).

This Notice of Annual General Meeting 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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9322 6322.

SOVEREIGN METALS LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Sovereign Metals Limited (the "**Company**") will be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Thursday 26 November 2009 at 9.00am (WST) ("**Meeting**").

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 24 November 2009 at 5.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2009, which includes the financial report and directors' report in relation to that financial year and the auditor's report on the financial report.

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

3. Resolution 2 – Re-election of Director – Mr Mark Pearce

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

"That Mr Mark Pearce who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

4. **Resolution 3 – Change of Auditor**

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

"That, subject to the resignation of the current auditor of the Company, for the purposes of Section 327B of the Corporations Act, PKF Chartered Accountants and Business Advisors, having consented to act as the Company's auditor, be appointed as auditor of the Company with effect from the passing of this Resolution."

BY ORDER OF THE BOARD



Clint McGhie

Company Secretary

Dated: 20th October 2009

SOVEREIGN METALS LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Thursday 26 November 2009 at 9.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Mr Mark Pearce
Section 6:	Resolution 3 – Change of Auditor
Schedule 1:	Definitions
Schedule 2:	Nomination of Auditor

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- a) discuss the Annual Report for the financial year ended 30 June 2009 which can be accessed online at <http://www.sovereignmetals.com.au> and clicking on the direct link to the Annual Report;
- b) ask questions or make comment on the management of the Company; and
- c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- a) the preparation and content of the auditor's report;
- b) the conduct of the audit;
- c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report for the period ended 30 June 2009 contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report, however the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chair of the meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

5. Resolution 2 – Re-election of Director – Mr Mark Pearce

The Constitution requires that one third of all Directors must retire at each annual general meeting (rounded down to the nearest whole number).

The Constitution states that a Director who retires is eligible for re-election.

Pursuant to the Constitution, Mr Mark Pearce will retire by rotation and seek re-election.

Mr Pearce is a Chartered Accountant and is currently a director of several listed companies that operate in the resources sector. He has had considerable experience in the formation and development of listed small cap resource companies and has worked for several large international Chartered Accounting firms. Mr Pearce is also a Fellow of the Institute of Chartered Secretaries and a member of the Financial Services Institute of Australasia.

Mr Pearce was appointed a Director of Sovereign Metals on 20 July 2006.

6. Resolution 3 – Change of Auditor

The Directors put the audit of the Company to tender and invited a number of firms, including the current auditor, WHK Horwath Perth (**WHK**), to tender for the audit of the Company.

Following the completion of the tender process and the nomination of PKF Chartered Accountants and Business Advisors (**PKF**) by a Shareholder (see Schedule 2 to this Explanatory Memorandum) it is proposed that PKF be appointed as the new auditor of the Company.

The Directors understand that the Company's current auditor, WHK, will give notice to ASIC of their intention to resign as auditor of the Company (under section 329(5) of the Corporations Act) and upon receipt of the consent of ASIC, will resign as auditor of the Company.

Subject to ASIC consenting to the resignation of WHK, it is proposed that the Company by this Resolution 3 appoint PKF as auditor of the Company with effect from the passing of this Resolution.

Schedule 1 - Definitions

In this Explanatory Memorandum and Notice of Annual General Meeting:

"Annual Report" means the directors' report, the Company's financial report, and auditor's report thereon, in respect to the period ended 30 June 2009.

"ASIC" means Australian Securities and Investments Commission.

"ASX" means ASX Limited.

"Board" means Directors of the Company.

"Chair" means the person appointed to chair the annual general meeting of the Company convened by this Notice.

"Company" or **"Sovereign Metals"** means Sovereign Metals Limited ABN 71 120 833 427.

"Constitution" means the Constitution of the Company as at the date of the Annual General Meeting.

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

"Director" means a director of the Company.

"Explanatory Memorandum" means the explanatory memorandum to the Notice.

"Meeting" has the meaning given in the introductory paragraph of the Notice.

"Notice" means this Notice of Annual General Meeting.

"Proxy Form" means the proxy form attached to the Notice.

"Remuneration Report" means the remuneration report contained in the Annual Report.

"Resolution" means a resolution referred to in this Notice.

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

"Shareholder" means a shareholder of the Company.

"WST" means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 2 - Nomination of Auditor

Mr Gregory Swan
69 Vincent Street
NEDLANDS WA 6009

19 October 2009


The Directors
Sovereign Metals Limited
Level 9, BGC Centre
28 The Esplanade
PERTH WA 6000

Dear Sirs

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the Corporations Act 2001, and being a member of Sovereign Metals Limited, I hereby nominate PKF Chartered Accountants and Business Advisors of Level 7, BGC Centre, 28 The Esplanade, Perth, Western Australia, for appointment as auditor of Sovereign Metals Limited at the Company's next Annual General Meeting.

Yours faithfully



Gregory Swan

SOVEREIGN METALS LIMITED

ABN 71 120 833 427

PROXY FORM

The Company Secretary
Sovereign Metals Limited

By delivery:
Level 9, 28 The Esplanade
PERTH WA 6000

By post:
PO Box Z5083
PERTH WA 6831

By facsimile:
+61 8 9322 6558

I/We ¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ² _____

or failing such appointment the chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 9.00am on 26 November 2009 (WST) at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Mark Pearce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the "Certificate of Appointment of Representative" prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a power of attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the power of attorney to this Proxy Form when you return it.

Companies: a director can sign jointly with another director or a company secretary. A sole director who is also a sole company secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth, WA, 6000, or by post to PO Box Z5083, Perth, WA, 6831 or Facsimile (08) 9322 6558 if faxed from within Australia or +618 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Annual General Meeting (WST).