



Resources Ltd

ABN 50 009 058 646

**Notice of General Meeting,
Explanatory Statement
and Proxy Form**

FOR A GENERAL MEETING OF
AuDAX RESOURCES LTD
TO BE HELD IN
THE PAVILLION ROOM, SEASONS OF PERTH
37 PIER STREET, PERTH, WESTERN AUSTRALIA
29 July 2009
COMMENCING AT 10:00 AM (PERTH TIME)

First Floor 610 Murray Street, West Perth, Western Australia 6005
PO Box 913 West Perth, Western Australia 6872
Telephone: (08) 9226 2822 Fax: (08) 9226 5333
Email: audax@inet.com.au
Website: www.audax.com.au

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Members of AuDAX Resources Ltd will be held at in The Pavilion Room, Seasons of Perth, 37 Pier Street , Perth, Western Australia on 29 July 2009 commencing at 10:00 am, to consider and, if thought fit, to pass the following resolutions:

ORDINARY BUSINESS

1. Ratification of the Issue of Shares

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the shareholders ratify the issue of 29,613,982 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: An equity issue can be ratified by shareholders in accordance with the ASX Listing Rules. This allows the Company the flexibility to make future issues of securities up to the threshold of 15% of its total equity securities in any twelve month period.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of securities and any associates of those persons.

2. Approval of Future Issue of Shares

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, the directors of the Company be authorised to issue up to 30,000,000 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Under the ASX Listing Rules, the Company may seek shareholder approval prior to a share issue to allow it the flexibility to make future issues of securities up to the threshold of 15% of its total ordinary securities in any twelve month period.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

3. General

To transact any other business as may be brought before the meeting in accordance with the Constitution of the Company, the Corporations Act 2001, or otherwise.

BY ORDER OF THE BOARD



P R Ironside
Company Secretary

16 June 2009
Perth, Western Australia

Notes

1. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified 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 of the votes. A proxy need not be a shareholder of the Company.
2. 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.
3. As permitted by the Corporations Act, the Directors have passed a resolution to specify a time at which a record of shareholders will be taken for the purpose of determining the identity of those entitled to attend and vote at the Meeting. Accordingly, the shares of the Company will be taken to be held by the persons registered as holding those shares at 4.00pm (WST) on 27 July 2009.

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10.00 am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- return the proxy form (by post) to AuDAX Resources Ltd, PO Box 913 West Perth Street, Perth, WA 6872 or (by delivery) to First Floor 610 Murray Street West Perth WA 6005, or
- send the proxy form by facsimile to the Company on facsimile number (08) 9226 5333 (International: + 61 8 9226 5333).

To be effective, a completed proxy form must be received by no later than 10.00 am (WST) on 27 July 2009.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.

Your proxy form is enclosed.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company in connection with the business to be conducted at the General Meeting to be held in The Pavilion Room, Seasons of Perth, 37 Pier Street, Perth, Western Australia on 29 July 2009 at 10.00am WST. This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

Resolution 1 – Ratification of the Issue of Shares

ASX Listing Rule 7.1 provides that a company may not, subject to certain exceptions, issue more than 15% of its issued capital in any 12 month period without shareholder approval.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made without approval under ASX Listing Rule 7.1, those securities shall be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

- 8 April 2009, the Company issued 2,013,982 shares in lieu of salary and consulting fees at \$0.498 cents per share,
- 16 April 2009, the Company issued 17,600,000 in a placement to sophisticated investors at \$0.0500 cents per share (Placement),
- 2 June 2009 the Company issued 10,000,000 to institutional investors at \$0.1100 cents per share.

Ratification of the issue of the 29,613,982 shares is now sought pursuant to ASX Listing Rule 7.4 in order to restore the Company's ability to issue further shares within the 15% limit during the next 12 months.

In compliance with the information requirements of ASX Listing Rule 7.5:

- (a) on 8 April 2009, 2,013,982 shares were allotted and issued at a deemed issue price of \$0.0498 per share in lieu of consulting fees and salaries;
- (b) the shares were issued as follows:

Allottees	Number of Shares
Chris Cubitt (employee)	324,260
Sharon Tiainen (employee)	324,260
Ironside Pty Ltd (consultant)	361,446
Alberta Consulting GmbH (consultant)	1,004,016
Total	2,013,982

- (c) on 16 April 2009, 17,600,000 shares were allotted and issued at an issue price of \$0.0500 per share to sophisticated investors as defined under the Corporations Act
- (d) the shares were issued as follows:

Allottees	Number of Shares
Harnbury Pty Ltd	3,000,000
Toltec Holdings	1,000,000
BC & HGM Martin	1,000,000
Ironside Pty Ltd	1,000,000
Mrs Coral & Mr Kerry Harris	1,000,000
Avon Management Company Pty Ltd	1,000,000
Tyche Investments Pty Ltd	1,000,000
Syncopated Pty Ltd	650,000
Mr Andrew Childs	600,000
Zob Pty Ltd	500,000
Graeme Clatworthy	500,000
Kluang Pty Ltd	500,000
Mr Gregory, Mrs Maria & Miss Carmen Munyard	500,000

Allottees	Number of Shares
Kenlow Super Fund	500,000
Movido Pty Ltd	500,000
Illawong Investments Pty Ltd	400,000
Passic Pty Ltd	400,000
Hereeda Holdings Pty Ltd	400,000
Runyon Pty Ltd	400,000
JJP Asset Management Trust	400,000
Ms Nicola Sally Gee	300,000
Mr Paul James	300,000
Mr Matthew Norton	200,000
Mr Matthew Battye	200,000
Mr Simon Goyder	200,000
Mr John & Mrs Corrine Ditchburn	200,000
Wayne Jones Super Fund Account	210,000
Mr Anthony & Mrs Margaret Cook	250,000
LRMEN Pty Ltd	150,000
Cedarvale Holdings Pty Ltd	140,000
Mr Allan Moore	100,000
Mr Peter Willis	100,000
Total	17,600,000

(e) on 2 June 2009, 10,000,000 shares were allotted and issued at an issue price of \$0.1100 per share to institutional investors;

(f) the shares were issued as follows:

Allottees	Number of Shares
Fortis Clearing Nominees Pty Ltd	600,000
Talex Investments Pty Ltd	1,000,000
Talex Investments Pty Ltd	1,000,000
Nefco Nominees Pty Ltd	2,400,000
Total	10,000,000

(g) no funds were raised from the issue of the shares to the employees and the consultants as they were issued in lieu of salaries and consulting fees.

(h) funds raised from the issue of the shares pursuant to the Placement and to the institutional investors will be used:

- for the Company's Chorbane and Kerkouane acquisition in Tunisia; the Pantelleria acquisition in Italy and the South Craiova acquisition in Romania; and
- to meet the Company's costs related to the Cooper Basin project,

with the remainder of the funds raised to be applied towards working capital.

(i) all shares issued were issued and credited as fully paid ordinary shares in the capital of the Company and rank equally with all existing shares on issue; and

(j) none of the parties issued shares are related parties of the Company.

Resolution 2 – Approval of Future Issue of Shares

ASX Listing Rule 7.1 provides that a company may not, subject to certain exceptions, issue more than 15% of its issued capital in any 12 month period without shareholder approval.

To provide the Company with the flexibility to make future issues of securities during the next 3 months, Resolution 2 seeks such shareholder approval to the issue of up to a maximum of 30,000,000 fully paid ordinary shares, representing 13% of the Company's current issued capital.

In compliance with the information requirements of ASX Listing Rule 7.3:

- (a) the maximum number of securities that may be issued is 30,000,000 fully paid ordinary shares in the capital of the Company;
- (b) the shares will be issued at a price of at least 85% of the average market price of the Company's shares as traded on ASX over the 5 day period preceding the date of issue of the shares or, if the shares are offered pursuant to a prospectus, at least 85% of the average market price of the Company's shares as traded on ASX over the 5 day period preceding the date of issue of the prospectus;
- (c) the shares will be issued no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the Listing Rules;
- (d) the shares, when issued, will rank equally with the Company's existing shares;
- (e) all shares the subject of this resolution will be allotted on the same date;
- (f) the identity of the allottees of the shares is not yet known and will be determined at the Directors' discretion but these persons will not be related parties of the Company; and
- (g) the Company intends to use the funds raised from the issue of the shares pursuant to this resolution for working capital and the exploration of the newly acquired projects including Kerkouane and Chorbane in Tunisia and Pantelleria in Italy and to meet the Company's costs related to the Cooper Basin project.

Recommendations

The Board believes that the Resolutions proposed at this General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommend that shareholders vote in favour of each resolution.

Enquiries

Shareholders are invited to contact the Company Secretary Mr Peter Ironside, on (08) 9226 2822 if they have any queries in respect of the matters set out in these documents.

GENERAL MEETING

PROXY FORM

APPOINTMENT OF PROXY

I/We

being a Member of AuDAX Resources Ltd entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at the Pavilion Room, Seasons of Perth, 37 Pier Street, Perth, Western Australia on 29 July 2009 at 10:00 am (WST) and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of the issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Future issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

IMPORTANT FOR ALL RESOLUTIONS

If the Chairman of the meeting is your proxy (or may be appointed by default) and you have not directed your proxy how to vote on any of the Resolutions above, please place a mark in this box.

By marking this box, you acknowledge that the Chairman 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 the 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 on these items. The Chairman intends to vote undirected proxies in favour of all of the resolutions.

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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signed this _____ day of _____ 2009

By:

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 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:
 - 2 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.