



YTC RESOURCES LIMITED

ACN 108 476 384

NOTICE OF GENERAL MEETING

TIME: 12:00pm (AEDT)

DATE: Monday, 29th November 2010

PLACE: 'Bridge Room'
2nd Floor, Quay Grand Suites Sydney
61 Macquarie Street
Sydney NSW

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek professional advice prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 6361 4700.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 12pm (AEDT) on Monday, 29 November 2010 at 'Bridge Room', 2nd Floor, Quay Grand Suites Sydney, 61 Macquarie Street, Sydney, New South Wales.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form part of this Notice of 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 General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 27 November 2010.

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

VOTING

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

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 enclosed proxy form and return to:

- (a) 2 Corporation Place (PO Box 7058), Orange NSW 2800; or
- (b) By facsimile to the Company on facsimile number (+61 2) 6361 4711;

so that it is received not later than 12.00pm (AEDT) on 27 November 2010.

Proxy forms received later than this time will be invalid.

AGENDA

ORDINARY BUSINESS

RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT

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 24,600,000 fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

RESOLUTION 2 – ISSUE OF TRANCHE 2 PLACEMENT

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to a maximum of 15,400,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

DATED: 28 OCTOBER 2010

BY ORDER OF THE BOARD



**RICHARD WILLSON
COMPANY SECRETARY
YTC RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting.

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.

The Directors recommend shareholders vote in favour of each resolution. The Chairman intends to vote undirected proxies in favour of each resolution.

RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT

Background

On 26 October 2010 the Company announced that it would make a placement (Placement) of up to \$10 million to institutional and professional investors who are predominantly clients of Hartleys Limited. The Placement is to occur in two tranches, Tranche 1 and Tranche 2. This Resolution deals with Tranche 1 of the Placement. Resolution 2 deals with Tranche 2 of the Placement.

Subject to certain exceptions, none of which are relevant here, the Directors are restricted by Listing Rule 7.1 from issuing or agreeing to issue new securities in the Company in any 12 month period, which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval (15% limit).

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold test set by Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to the 15% Limit requiring shareholder approval. The Company confirms that the issue of shares the subject of Resolution 1 did not breach Listing Rule 7.1.

The Company wishes to ratify this issue pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during the next 12 months.

RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT (CONTINUED)

ASX Listing Rule 7.4

The following information is provided to shareholders for the purposes of Listing Rule 7.5:

- a) by the date of this meeting, the Company expects to issue 24,600,000 fully paid ordinary shares, this will be confirmed by way of an announcement to the ASX prior to the meeting;
- b) the shares will be issued for 25 cents each, raising a total of \$6.15 million for Tranche 1 of the Placement;
- c) the shares are fully paid ordinary shares that rank equally in all respects with the Company's existing shares;
- d) the shares are expected to be issued by 6 November and in any case will be issued prior to the date of the Meeting;
- e) the allottees to whom the Shares will be issued are institutional and professional investors who are predominantly clients of Hartleys Limited;
- f) none of the allottees are / will be related parties of the Company or its associates; and
- g) the funds raised by the issue of the Shares the subject of Resolution 1 are to be predominantly used to progress the Company's Hera and Nymagee projects.

Voting Exclusion Statement

In accordance with the ASX Listing Rules the Company will disregard any votes cast on this resolution by any person and their associates who participated in the issue; however, 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.

RESOLUTION 2 – ISSUE OF TRANCHE 2 PLACEMENT

Background

Resolution 2 seeks shareholder approval for the allotment and issue of the securities the subject of the Tranche 2 Placement, being up to a maximum of 15,400,000 shares at an issue price of 25 cents per share (T2 Shares).

ASX Listing Rule 7.1 provides a company must not, subject to specified exemptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement date of the 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the T2 shares pursuant to the Placement during the period of 3 months after the General Meeting (or longer, if allowed by the ASX), without using the Company's 15% limit.

ASX Listing Rule 7.1

The following information is provided to shareholders for the purposes of Listing Rule 7.3:

- a) the maximum number of T2 shares to be issued is 15,400,000 Shares;
- b) the T2 shares will be issued and allotted no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended the allotment of all the T2 shares will occur on the same date;
- c) the issue price of the T2 shares will be 25 cents each, raising a total of \$3.85 million for Tranche 2 of the Placement;
- d) the allottees to whom the shares will be issued are institutional and professional investors who are predominantly clients of Hartleys Limited and these allottees will not be related parties of the Company;
- e) the T2 shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares; and

RESOLUTION 2 – ISSUE OF TRANCHE 2 PLACEMENT (CONTINUED)

- f) the funds raised by the issue of the Shares the subject of Resolution 2 are to be predominantly used to progress the Company's Hera and Nymagee projects.

Voting Exclusion Statement

In accordance with the ASX Listing Rules the Company will disregard any votes cast on this resolution by any person and their associates who may participate in the proposed issue or a person who may obtain a benefit, except a benefit solely in the capacity of a holder of Ordinary Securities and their associates; however, 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.

GLOSSARY

\$ means Australian dollars.

AEDT means Eastern Daylight Savings Time as observed in Sydney, New South Wales.

General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Company or **YTC** means YTC Resources Ltd (ABN 37 108 476 384).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting means this notice of general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

ABN: 37 108 476 384

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registr@securitytransfer.com.au
W: www.securitytransfer.com.au

Holder Number:

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

OR

[illegible]

(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the 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 General Meeting of the Company to be held at 12.00pm (AEDT) on Monday 29 November 2010 at 'Bridge Room', 2nd Floor, Quay Grand Suites Sydney, 61 Macquarie Street, Sydney, New South Wales and at any adjournment of that meeting.

Please mark "X" in the box to indicate your voting directions to your Proxy.

Resolution

	For	Against	Abstain*
1. The U.S. should continue to support the current administration in the Philippines.	60%	36%	4%
2. The U.S. should pressure the current administration to step down.	34%	60%	6%
3. The U.S. should support a coalition government.	21%	39%	40%
4. The U.S. should support a new election.	19%	34%	47%

1. RATIFICATION OF TRANCHE 1 PLACEMENT

□ □ □

2. ISSUE OF TRANCHE 2 PLACEMENT

□ □ □

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

* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

7

If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please mark "X" in the box.

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. 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. The Chairperson of the Meeting intends to vote undirected proxies in favour of the resolution.

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

6908592638

Reference Number:

1

YTC

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My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

(			)																
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NOTES

1. Name and Address

This is the name and address on the Share Register of YTC Resources Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of YTC Resources Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. Signing Instructions

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by the Company no later than 12.00pm (AEDT) on Saturday 27 November 2010, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

YTC Resources Limited

PO BOX 7058

Orange, NSW 2800

Street Address:

2 Corporation Place

Orange, NSW 2800

Facsimile +61 2 6361 4711

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.