

A C C E N T

R E S O U R C E S N . L .



ACN 113 025 808

ACCENT RESOURCES NL

ABN 67 113 025 808

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3.00 pm WST

DATE: Tuesday, 30 November 2010

PLACE: Bentleys, Level 1, 12 Kings Park Road, West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers 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 8) 9226 4500

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE AND TIME OF MEETING

The Annual General Meeting of the Shareholders of Accent Resources NL which this Notice of Annual General Meeting relates to will be held at the offices of Bentleys, Level 1, 12 Kings Park Road, West Perth WA 6005 on Tuesday, 30 November 2010 at 3.00pm WST.

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

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

(a) by post to Accent Resources NL, PO Box 44, West Perth WA 6872; or

(b) by facsimile to the Company on facsimile number (+ 61 8) 9226 4300,

so that it is received not later than 3.00 pm WST on Friday, 26 November 2010.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Accent Resources NL (ABN 67 113 025 808) (**Company**) will be held at the offices of Bentleys, Level 1, 12 Kings Park Road, West Perth WA 6005 on Tuesday, 30 November 2010 at 3.00pm WST. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 3.00 pm WST on Friday, 26 November 2010.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the year ended 30 June 2010 and the reports by the Directors and auditors thereon.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2010."

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR IAN HASTINGS

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

"That Mr Ian Hastings, who retires in accordance with the Company's constitution and the ASX Listing Rules and, being eligible, is re-elected a director of the Company."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS FIONA KC LI

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

"That Ms Fiona KC Li, who retires in accordance with the Company's constitution and the ASX Listing Rules and, being eligible, is re-elected a director of the Company."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND FREE OPTIONS TO XINYANG RESOURCES (HK) LIMITED.

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, Shareholders ratify the prior issue and allotment of 15,000,000 Shares at an issue price of \$0.30 per Share together with 3,500,000 free attaching Options exercisable at 30 cents and expiring 14 September 2012 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of 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.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF FREE OPTIONS TO AUSTRALIAN INTERNATIONAL LAWYERS AND ASSOCIATES (AILA)

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, Shareholders ratify the prior issue and allotment of 3,000,000 free Options exercisable at 20 cents and expiring 30 June 2011 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of 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.

DATED: 28 OCTOBER 2010

BY ORDER OF THE BOARD



**MR RANKO MATIĆ
COMPANY SECRETARY
ACCENT RESOURCES NL**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Bentleys, Level 1, 12 Kings Park Road, West Perth WA 6005 on Tuesday, 30 November 2010 at 3.00 pm WST.

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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR IAN HASTINGS

In accordance with clause 53.1 of the Constitution, Mr Ian Hastings will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election as a Director.

Ian Hastings is a corporate advisor with many years experience in the fields of finance, investment banking, securities markets compliance and regulation and has almost 30 years experience in the finance industry and regulatory bodies. He is a former member of ASX and former Principal of several ASX Member Stock Brokers. Mr Hastings is a Practitioner Member (Master Stockbroking) of the Stockbrokers Association of Australia and holds Bachelor of Commerce and Bachelor of Laws Degrees. Mr Hastings is also a qualified lawyer and accountant and is the Managing Director of Ascot Securities Pty. Ltd. He has been involved in numerous capital raisings, initial public offerings and corporate reconstructions.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS FIONA KC LI

In accordance with clause 53.1 of the Constitution, Ms Fiona KC Li will retire by rotation at the Annual General Meeting and, being eligible, offers herself for re-election as a Director.

Ms Li is the Group General Counsel for Pioneer Iron and Steel Group Co Ltd, based in Hong Kong. She has over 20 years legal and corporate finance experience, having worked in private practice and acted as in house legal counsel for several multinational companies including CNT Group Limited and British American Tobacco China Ltd. Ms Li is fluent in English, Mandarin and Cantonese.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO XINYANG RESOURCES (HK) LIMITED

5.1 General

On 14 September 2010, the Company issued 15,000,000 Ordinary Fully Paid Shares at an issue price of \$0.30 each together with 3,500,000 free attaching Options exercisable at 30 cents and expiring 14 September 2012 to Xinyang Resources (HK) Pty Ltd a wholly owned subsidiary of Xinyang Iron and Steel Co. Ltd. The terms and conditions of the options are as provided in Annexure 1.

The subscriber pursuant to this issue was not a related party of the Company. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

5.2 ASX Listing Rules

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

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue under ASX Listing Rule 7.4, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the proposed ratification:

- (a) 15,000,000 Shares and 3,000,000 accompanying free Options were allotted and issued to Xinyang Resources (HK) Limited;
- (b) the Shares and the Options were allotted and issued on 14 September 2010;
- (c) the issue price of each of the Shares was \$0.30 and the options were issued attached as part of the share issue;

- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and the Options issued with an exercise price of 30 cents, expiring 14 September 2010; and
- (e) Funds generated by this issue (\$4,500,000) are to provide funds to enable Accent Resources to progress studies in its Magnetite Range Iron Ore project and work on its vanadium and gold projects.
- (f) The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of 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.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF FREE OPTIONS TO AUSTRALIAN INTERNATIONAL LAWYERS AND ASSOCIATES (AILA)

6.1 General

On 31 May 2010, the Company issued 3,000,000 free Options with a exercise price of 20 cents and an expiry date of 20 June 2011 as part of the appointment of Australian International Lawyers and Associates (AILA) as its liaison with China. The terms and conditions of the options are as provided in Annexure 2.

None of these option holders pursuant to this issue were related parties of the Company. Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

6.2 ASX Listing Rules

A summary of ASX Listing Rule 7.4 is set out in section 5.2 of this Explanatory Statement.

By ratifying this issue under ASX Listing Rule 7.4, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the proposed ratification:

- (a) 3,000,000 Options were allotted and issued to the principals of Australian International Lawyers and Associates (AILA) for nil consideration;
- (b) the Options were allotted and issued on 31 May 2010;
- (c) the Options were issued as part of the appointment of AILA as the liaison in China for Accent Resources Limited;
- (d) the Options were issued with an exercise price of 20 cents and an expiry date of 14 September 2012;
- (e) the Shares were issued as part of the agreement appointing AILA as the liaison in China for Accent Resources Limited; and

- (f) The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of 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.

7. ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 8) 9226 4500 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Accent Resources NL (ACN 113 025 808).

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 or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Officer Option means an Option granted pursuant to Resolutions 11-14 with the terms and conditions set out in Schedule 1.

Option means an option to acquire a Share.

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.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE 1 - TERMS AND CONDITIONS OF XINYANG OPTIONS

The following terms and conditions apply to the XINYANG Options.

1. Entitlement

Each XINYANG Option entitles the holder to subscribe for and be allotted one Share upon payment of the exercise price.

2. Exercise Price

The exercise price of each XINYANG Option is 30 cents

3. Term

Subject to term 4 of this Schedule 1, XINYANG Options may be exercised at any time before 5.00 pm Perth time on 14 September 2012 and any Option not exercised on or before that date will expire and cease to carry any rights or benefits.

4. Exercise of XINYANG Options

XINYANG Options may be exercised by the Option holder delivering to the Company's share registry a notice (in the form prescribed by the Company from time to time) stating the number of XINYANG Options to be exercised and accompanied by the relevant holding statement(s) and a cheque (in Australian dollars) made payable to the Company for an amount equal to the exercise price multiplied by the number of XINYANG Options being exercised. Within 10 business days of receipt of a properly executed exercise notice and the required application monies the Company will issue the resultant Shares and deliver a statement of holding to the shareholder.

5. Statement of Holding

A statement of holding will be forwarded to the Option holder on issue of the XINYANG Options together with the terms and conditions of the XINYANG Options.

6. Official Quotation

The XINYANG Options will not be quoted. The Company will make application to have the Shares issued pursuant to an exercise of any XINYANG Options quoted on the ASX within seven days of the date of issue of the Shares.

7. Ranking

Shares issued pursuant to an exercise of any XINYANG Options shall rank from the date of their allotment equally in all respects with the other issued Shares.

8. Transfer

Subject to the ASX Listing Rules the XINYANG Options shall not be capable of transfer or assignment either in whole or in part without the approval of the Company.

9. Participating Rights

There are no participating rights or entitlements inherent in the XINYANG Options and holders of the XINYANG Options will not be entitled to participate in new issues of capital which may be offered to Shareholders during the term of the XINYANG Options.

The Company will ensure that, at least nine business days before the record date to determine entitlements to any such new issue, the Company will notify the Option holders of the proposed new issue. This will afford them an opportunity to exercise all or some of the XINYANG Options prior to the date of any such new issue, subject to term 4 of this Schedule.

The XINYANG Options do not confer on the holder any rights to a change in the exercise price of the XINYANG Options or a change to the number of underlying securities over which the XINYANG Options can be exercised.

10. Reconstructions

In the event of a reconstruction (including consolidation, sub division, reduction or return) of the issued capital of the Company the number of XINYANG Options shall be reconstructed in accordance with the Listing Rules, but in all other respects the terms of the XINYANG Options will remain unchanged.

11. Dividend

The XINYANG Options will not be given any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant XINYANG Options.

ANNEXURE 2 - TERMS AND CONDITIONS OF AILA OPTIONS

The following terms and conditions apply to the AILA Options.

1. Entitlement

Each AILA Option entitles the holder to subscribe for and be allotted one Share upon payment of the exercise price.

2. Exercise Price

The exercise price of each AILA Option is 20 cents

3. Term

Subject to term 4 of this Schedule 1, AILA Options may be exercised at any time before 5.00 pm Perth time on 30 June 2011 and any Option not exercised on or before that date will expire and cease to carry any rights or benefits.

4. Exercise of AILA Options

AILA Options may be exercised by the Option holder delivering to the Company's share registry a notice (in the form prescribed by the Company from time to time) stating the number of AILA Options to be exercised and accompanied by the relevant holding statement(s) and a cheque (in Australian dollars) made payable to the Company for an amount equal to the exercise price multiplied by the number of AILA Options being exercised. Within 10 business days of receipt of a properly executed exercise notice and the required application monies the Company will issue the resultant Shares and deliver a statement of holding to the shareholder.

5. Statement of Holding

A statement of holding will be forwarded to the Option holder on issue of the AILA Options together with the terms and conditions of the AILA Options.

6. Official Quotation

The AILA Options will not be quoted. The Company will make application to have the Shares issued pursuant to an exercise of any AILA Options quoted on the ASX within seven days of the date of issue of the Shares.

7. Ranking

Shares issued pursuant to an exercise of any AILA Options shall rank from the date of their allotment equally in all respects with the other issued Shares.

8. Transfer

Subject to the ASX Listing Rules the AILA Options shall not be capable of transfer or assignment either in whole or in part without the approval of the Company.

9. Participating Rights

There are no participating rights or entitlements inherent in the AILA Options and holders of the AILA Options will not be entitled to participate in new issues of capital which may be offered to Shareholders during the term of the AILA Options.

The Company will ensure that, at least nine business days before the record date to determine entitlements to any such new issue, the Company will notify the Option holders of the proposed new issue. This will afford them an opportunity to exercise all or some of the AILA Options prior to the date of any such new issue, subject to term 4 of this Schedule.

The AILA Options do not confer on the holder any rights to a change in the exercise price of the AILA Options or a change to the number of underlying securities over which the AILA Options can be exercised.

10. Reconstructions

In the event of a reconstruction (including consolidation, sub division, reduction or return) of the issued capital of the Company the number of AILA Options shall be reconstructed in accordance with the Listing Rules, but in all other respects the terms of the AILA Options will remain unchanged.

11. Dividend

The AILA Options will not be given any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant AILA Options.

PROXY FORM

**APPOINTMENT OF PROXY
ACCENT RESOURCES NL
ABN 67 113 025 808**

ANNUAL GENERAL MEETING

I/We

being a Member of Accent Resources NL entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chairman of the Meeting as your 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 offices of Bentleys, Level 1, 12 Kings Park Road, West Perth WA 6005 on Tuesday, 30 November 2010 at 3.00 pm WST and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

OR

Voting on Business of the Annual General Meeting

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Ian Hastings	☐	☐	☐
Resolution 3	Re-election of Director – Ms Fiona KC Li	☐	☐	☐
Resolution 4	Ratification of prior issue of Shares and Options – Xinyang	☐	☐	☐
Resolution 5	Ratification of prior issue of free Options - AILA	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

ACCENT RESOURCES NL
ACN 113 025 808

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Accent Resources NL, PO Box 44, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number (+61 8) 9226 4300,so that it is received not later than 3.00 pm WST on Friday, 26 November 2010.

Proxy forms received later than this time will be invalid.