



East Africa Resources Limited

ABN 36 060 774 227

Notice of Annual Meeting Explanatory Statement Proxy Form

To assist Shareholders in their consideration of resolutions to be put to the Annual General Meeting of Shareholders of the Company to be held at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia on Wednesday, 23 November 2011 at 11.30am (WST).

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders will be held at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia on Wednesday, 23 November 2011 at 11.30am (WST).

AGENDA

ORDINARY BUSINESS

Annual Financial Statements

To receive and consider the Annual Financial Statements, the Directors' Report and Auditor's Reports of the Company for the year ended 30 June 2011.

BY ORDINARY RESOLUTION

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

1. Remuneration Report

To receive and adopt the Remuneration report for the year ended 30 June 2011.

Note that the vote on this item is advisory only and does not bind the Directors or the Company.

2. Re-election of Director – Mr Lindsay Arthur Colless

To Re-elect Mr Lindsay Arthur Colless, who retires by rotation, and being eligible, offers himself for re-election as a Director.

3. Re-election of Director – Mr Gerard Lodewyk Van Deldon Zytchow

To Re-elect Mr Gerard Lodewyk Van Deldon Zytchow, who retires by rotation, and being eligible, offers himself for re-election as a Director.

Dated at Perth this 19th day of October 2011

By Order of the Board

E A Myers
Company Secretary

NOTES

These Notes form part of the Notice.

Right to vote

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 5.00pm (WST) on 21 November 2011.

Voting Exclusion Statement

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any vote(s) cast on

Resolution 1 of this Notice of Meeting by, or on behalf of:

- i. a member of Key Executive Personnel whose remuneration is included in the remuneration report attached to the 2011 Annual Report, or
- ii. a Closely Related Party of such a member, (each an "Excluded Person").

This restriction does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1, provided that the Shareholder who appointed the proxy is not themselves a person subject to the restriction on voting on Resolution 1.

Also, the restrictions do not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy. In accordance with the Proxy Form, if a member appoints the Chairman of the Meeting as their proxy and the member does not direct him/her how to vote on Resolution 1, the member authorises that the Chairman of the Meeting to exercise the proxy even if he/she has an interest in the outcome of Resolution 1 and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

The Chairman of the Meeting intends to vote all undirected proxies (where the Chairman has been appropriately authorised) in favour of Resolution 1.

If you do not wish to appoint the Chairman of the Meeting to vote on Resolution 1 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Resolution 1 in Section B of the Proxy Form.

Other Excluded Persons will not cast any votes in respect of Resolution 1 that arise from any undirected proxy that they hold.

Proxies

A proxy form is attached to the end of the Explanatory Statement.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be himself or herself be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

By mail and by hand during office hours.	288 Stirling Street, Perth, Western Australia 6000	By Facsimile:	+ 61 8 9227 3211
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Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile). If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.

Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

East Africa Resources Limited

ACN 060 774 227

Explanatory Statement to Shareholders to Accompany Notice of Annual General Meeting

This Explanatory Statement has been prepared for the information of Shareholders in East Africa Resources Limited in connection with the resolutions to be put to Shareholders at the Annual General Meeting of the Company to be held at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia, on 23 November 2011 at 11.30am (WST) other than those relating to the ordinary business of receiving accounts and election of Directors.

Section 1: The Resolutions

Financial Statements and Reports

The Corporations Act 2001(Cth) and the Company's Constitution require the following reports in respect of the year ended 30 June 2011 to be laid before the meeting:

- (i) the Financial Report (which includes the financial statements and Directors' declaration); and
- (ii) the Directors' Report and the Auditor's Report.

In accordance with the Corporations Act, Shareholders as a whole will be given a reasonable opportunity at the Annual General Meeting to ask questions.

The Corporations Act and the Company's Constitution do not require shareholder approval of these reports.

Resolution 1. Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to propose a resolution that the Remuneration Report be adopted. Section 250R(3) provides that the vote on this resolution is advisory only and does not bind the Company or the Directors. In accordance with the Corporations Act, Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report can be found in the Company's Annual Report 2011. The Annual Report contains a 2011 Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive directors, specified executives and non-executive directors of the Company.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 2. Re-election of Mr L A Colless as a Director

Pursuant to clause 13.2 of the Company's Constitution, Mr Colless, retires by rotation and, being eligible, offers himself for re-election as a Director.

Lindsay Colless became a non-executive director of East Africa Resources Limited on 14 December 2006. He is a Chartered Accountant with 15 years in the profession and a further 32 years of experience in commerce, mostly in the mineral and petroleum exploration industry in the capacities of financial controller, company secretary and director.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 3. Re-election of Mr G L V D Zytchow as a Director

Pursuant to clause 13.2 of the Company's Constitution, Mr Zytchow, retires by rotation and, being eligible, offers himself for re-election as a Director.

Mr Zytchow is resident in Zambia and became a director of East Africa Resources Limited on 21 September 2005.

Mr Zytchow has considerable experience with Democratic Republic of Congo (DRC) based activities over many years, both socially and in a business capacity exporting equipment to the DRC, over a ten year period.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

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Section 2: Glossary of Defined Terms

The following terms and abbreviations used in this Explanatory Statement and Notice of Meeting have the following meanings:

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Business Day means a day on which trading takes place on the stock market of the ASX.

Company or **East Africa** means East Africa Resources Limited (ABN 36 060 774 227).

Constitution means the Company's Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Dollar or \$ means Australian dollars unless otherwise indicated.

Listing Rules means the official Listing Rules of the ASX.

Share means an ordinary fully paid share in the Company.

Shareholder means the holder of one or more Shares.

WST means Western Australian Standard Time.

East Africa Resources Limited

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PROXY FORM

I of
being a member of East Africa Resources Limited hereby appoint

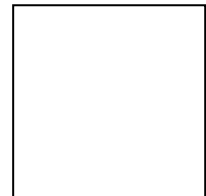
..... of
or failing him

..... of

or failing them, the Chairman of the meeting as my proxy to vote for me and on my behalf at the Annual General Meeting of the Company to be held at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia, on Wednesday 23 November 2011 at 11.30am WST and at any adjournment thereof.

If no person is named above or if the person named does not attend the meeting or is not a legally effective choice the Chairman of the meeting will be my/our proxy to vote for me/us on my/our behalf at the meeting or any adjournment of the meeting. I/we understand that the Chairman intends to vote undirected proxies in favour of Resolutions 1 and 2.

I/we direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1,2 and 3 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of key management personnel and **even if the Chairman of the Meeting has an interest in the outcome of this item and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.**



I/we understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

RESOLUTIONS

		FOR	AGAINST	ABSTAIN
1	Remuneration Report			
2	Re-election of Director – LA Colless			
3	Re-election of Director – G Zytchow			

Dated this.....day of.....2011

If the member is a company, it must sign in accordance with its Constitution.

Please sign on the reverse of this form

Proxy forms (and power of attorney, if any, under which the proxy form is signed) must be:
sent by mail or delivered to 288 Stirling Street ,Perth, Western Australia, 6000 or
by fax to: +61 8 9227 3211

East Africa Resources Limited

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Proxy Form Page 2

If the member is a company;

EXECUTED by)

)

ACN)

in accordance with section 127 of the)

Corporations Law)

.....
Director/Company Secretary*

.....
Director/Sole Director and Sole Company Secretary*

.....
Name of Director/Company Secretary*
(BLOCK LETTERS)

.....
Name of Director/Sole Director and Sole Company
Secretary* (BLOCK LETTERS)

*Delete whichever is not applicable

OR

.....
Signature

.....
(Insert capacity in which duly authorised officer is
signing for a member which is a company)

If the member is an individual or joint holders:

.....
Signature

.....
Signature

Instructions for appointment of proxy

1. A member entitled to attend and vote at the Annual General Meeting convened by the above Notice of Annual General Meeting is entitled to appoint not more than 2 proxies to vote on the member's behalf.
2. Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's voting rights.
3. A proxy need not be a member.
4. Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be received at 288 Stirling Street, Perth, Western Australia, fax number (08) 9227 3211 no later than 48 hours before the time fixed for holding the meeting.
5. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
6. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
7. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
8. The proxy appointment may be a standing appointment for all general meetings until it is revoked.

As permitted by the Corporations Act, the Company has determined that all securities of the Company registered as at 5.00pm WST on 21 November 2011 will be taken for purposes of the meeting, to be held by the persons who are the registered holders. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxy forms (and power of attorney, if any, under which the proxy form is signed) must be:
sent by mail or delivered to 288 Stirling Street, Perth, Western Australia, 6000 or by fax to: +61 8 9227 3211