



ABN 68 125 323 622

NOTICE OF GENERAL MEETING

INCORPORATING

EXPLANATORY STATEMENT

&

PROXY FORM

To be held

At 10.00am, Thursday 27 August 2009

at

The Celtic Club
48 Ord Street
West Perth, WA, 6005

ABN 68 125 323 622

23 July 2009

Dear Fellow Shareholder

Please find attached the Notice of General Meeting of Shareholders to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia at 10.00am on Thursday 27 August 2009.

The purpose of the meeting is to seek Shareholder approval in accordance with the Listing Rules for two resolutions set out in the attached Notice of General Meeting.

These resolutions relate to the \$2.5 million capital raising announced on 3 July 2009 to fund the Company's ongoing exploration programs at its Beyondie Magnetite Project in the mid-west iron ore region of Western Australia, the Company's highly prospective base metals projects in Western Australia, and to provide additional working capital.

Within 11 months of listing on ASX, on 14 July 2009, the Company announced its maiden JORC inferred resource of 127Mt @ 28.15% Fe (modelled using a cut-off grade of 21% Fe) at its Beyondie Magnetite Project. The initial inferred resource was based on an 11km segment of the current strike length of the Beyondie Magnetite Project of 45km, which has since been expanded to 52km as a result of a tenement acquisition announced on 21 July 2009.

In addition, on 14 July 2009 the Company also announced a "Target Mineralisation" of 500-600Mt grading between 25-30% Fe at its Beyondie Magnetite Project. Drilling is to commence shortly to upgrade the project's "Target Mineralisation" to 1 billion tonnes.*

Although unrelated to the business to be considered at the General Meeting, on 3 July 2009 the Company also announced that it has entered into a non legally binding Memorandum of Understanding ("MOU") with China Metallurgical Investment Co Ltd (CMIC), a State Owned Enterprise in the People's Republic of China for the development of the Company's Beyondie Magnetite Project. The MOU provides for an exclusivity period of 90 days in which to carry out due diligence and negotiate agreements in good faith to establish and provide AUD\$200 million funding for a 50:50 development joint venture, for the commencement of mining operations at the Beyondie Magnetite Project with an initial targeted production of 3Mtpa of magnetite concentrate. The MOU also proposes negotiation of terms for a placement of 8,553,971 Shares to CMIC at an issue price of AUD\$0.45, together with the grant of a 1 for 2 option entitlement of 4,276,986 options at an issue price of AUD\$0.27 exercisable at AUD\$0.20 on or before September 30, 2010, raising an estimated AUD\$4.9 million as additional working capital for EMG. Any agreements, which are negotiated and entered into with CIMC will be subject to regulatory and shareholder approvals.

Your Directors look forward to your attendance and support for the resolutions to be proposed at the General Meeting.

Yours sincerely,

George McMaster
Chairman

** The target mineralisation tonnage and grade is conceptual in nature in that there has been insufficient exploration at this stage to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a mineral resource.*

Technical information in this document has been prepared under the supervision of Mr Garry Hemming, a director of the company and a member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Hemming has sufficient experience which is relevant to the style of mineralisation under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (the JORC Code). Mr Hemming consents to the inclusion in this report of the information, in the form and context in which it appears.

Competent Persons Statement

The information in this document which relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Philip A. Jones, who is a Corporate Member of the Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscience and independent consultant to the Company. Mr Jones is an associate of Al Maynard & Associates and has over 30 years of exploration and mining experience in a variety of mineral deposit styles including iron mineralisation. Mr Jones has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Jones consents to inclusion in this document of the matters based on his information in the form and context in which it appears.

EMERGENT RESOURCES LIMITED
ABN 68 125 323 622

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Emergent Resources Limited will be convened at 10.00am on Thursday 27 August 2009 at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1: Ratification of Prior Issue of Equity Securities – Tranche 1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 4,215,000 Shares and 2,107,500 Options pursuant to the Placement announced on 3 July 2009 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

2. RESOLUTION 2: Approval of Equity Security Placement – Tranche 2

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 2,107,500 Shares and 1,053,750 Options pursuant to the Placement announced on 3 July 2009 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

GENERAL NOTES

Voting Exclusions

The Company will disregard any votes cast on resolution 1 by any person who participated in the issue and any associate of that person (or those persons).

The Company will disregard any votes cast on resolution 2 by any person who may participate in the proposed issue and a person who might 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.

Before a voting exclusion applies, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Proxies

Each member is entitled to appoint a proxy. A proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the member's voting rights, each proxy may exercise half the votes.

Defined Terms

Capitalised terms in the Notice of General Meeting and the Explanatory Statement are defined in the Glossary of the Explanatory Statement.

The Explanatory Statement and Proxy Form to Shareholders attached to this Notice of General Meeting is incorporated in and forms part of this Notice of General Meeting.

Snapshot Time and Date

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, Shares will be taken to be held by the registered holders at 5pm WST on Tuesday 25 August 2009.

BY ORDER OF THE BOARD



Kevin Hart
COMPANY SECRETARY

Dated this 23rd day of July 2009.

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EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide Shareholders with material information concerning all of the Resolutions in the Notice of General Meeting.

Resolution 1

On 3 July 2009, the Company announced that it would place 6.3 million Shares to professional and sophisticated investors in Australia at a subscription price of \$0.40, to raise \$2.52 million before the costs of the issue. For every two Shares placed, the Company agreed to issue one Option exercisable at \$0.20 each on or before 30 September 2010.

Tranche 1 of the Placement has been completed, raising \$1,686,000 before the costs of the issue, comprising 4,215,000 Shares and 2,107,500 Options issued under the Company's 15% existing placing facility provided in Listing Rule 7.1 ("Tranche 1 Placement"). If the Options are exercised, a further \$421,500 will be raised.

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12 month period (excluding any issue of equity securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes). Shares, as well as Options, are "equity securities".

Listing Rule 7.4 allows an issue of securities made without the approval of Shareholders to be ratified by shareholders, in order to refresh the 15% capacity under Listing Rule 7.1, provided at the time the issue was made, the issue was made within the Company's existing 15% capacity under Listing Rule 7.1.

Shareholder approval is therefore now sought pursuant to Listing Rule 7.4 to ratify the Tranche 1 Placement so that the Company refreshes its capacity to issue up to 15% of its issued ordinary capital, if required, in the next 12 months without first requiring Shareholder approval for those future issues.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of equity securities issued was 4,215,000 Shares and 2,107,500 Options;
- (b) the Shares were issued at a price of \$0.40 per Share with 1 free attaching Option for every 2 Shares subscribed for;
- (c) the Shares issued rank equally with existing Shares on issue;
- (d) The Options are exercisable by payment of \$0.20 each on or before 30 September 2010 and on the terms and conditions set out in Annexure A. Any Shares issued on exercise of the Options will rank equally with the Shares then on issue;
- (e) the Shares and Options were issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (f) the Shares and Options are listed on ASX, and
- (g) the funds raised will be used to provide additional working capital for the Company, and assist with ongoing exploration programs at Emergent's flagship Beyondie Magnetite Project in the mid-west iron ore region of Western Australia, and at its highly prospective Base Metals projects, also in WA.

Resolution 2

Tranche 2 of the Placement, comprising 2,107,500 Shares and 1,053,750 Options ("Tranche 2 Placement") requires prior shareholder approval in accordance with Listing Rule 7.1 because it exceeds the Company's capacity to issue equity securities under Listing Rule 7.1.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of Shares and Options to be issued is 2,107,500 Shares and 1,053,750 Options;
- (b) the Shares and Options will be issued no later than 1 month after the date of the General Meeting and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued for \$0.40 per Share with 1 free attaching Option for every 2 Shares subscribed for;

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EXPLANATORY STATEMENT

Resolution 2 (cont'd)

- (d) the Shares and Options will be allotted and issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (e) the Shares and the Options issued will rank equally with existing Shares and listed Options respectively on issue and application will be made for their quotation on ASX. Shares issued on exercise of the Options will rank equally with the Shares then on issue;
- (f) The Options are exercisable by payment of \$0.20 each on or before 30 September 2010 and on the terms and conditions set out in Annexure A.
- (g) the funds of \$843,000 which will be raised before the costs of the issue (with an additional \$210,750 if the Options are exercised), will be used to provide additional working capital for the Company, and assist with ongoing exploration programs at Emergent's flagship Beyondie Magnetite Project in the mid-west iron ore region of Western Australia, and at its highly prospective Base Metals projects, also in WA.

Effect of the Placement

The pro forma capital structure of the Company on completion of the Placement will be as follows:

	<u>Shares</u>	<u>Options</u>
Securities on issue (includes Tranche 1 Placement)*	46,572,501	26,675,001
Tranche 2 Placement (subject to shareholders passing Resolution 2)	<u>2,107,500</u>	<u>1,053,750</u>
	<u>48,680,001*</u>	<u>27,728,751*</u>

*These figures include 16,600,000 Shares which are not listed on ASX, and 3,700,000 Options which are not listed on ASX, exercisable at \$0.20 by 31 August 2012.

GLOSSARY

ASX means ASX Limited ABN 98 008 624 691.

Company or Emergent means Emergent Resources Limited ABN 68 125 323 622.

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

Directors means directors of the Company.

Explanatory Statement means this Explanatory Statement.

Listing Rules means the ASX Listing Rules.

Option means an option to subscribe for a Share

Placement means a placement of Shares and Options to professional and sophisticated investors announced by the Company to ASX on 3 July 2009.

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

Shareholder or **Member** means a registered holder of Shares.

ANNEXURE A
TERMS OF THE OPTIONS RELEVANT TO RESOLUTIONS 1 AND 2

- (a) The exercise price of each Option is 20 cents;
- (b) the Options expire at 5.00pm WST 30 September 2010;
- (c) the Company will apply for official quotation of the Options;
- (d) Shares issued as a result of the exercise of any of these Options will rank equally in all respects with previously issued shares;
- (e) the Options are exercisable by completing the application for exercise of options and delivering the same together with payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company;
- (f) subject to the Listing Rules the Options are freely transferable in whole or part at any time prior to expiry;
- (g) within 14 days of the receipt of a properly executed notice of exercise and application monies the Company will issue to the Option holder the number of shares specified in that notice;
- (h) the Company will apply for official quotation of all shares issued and allotted pursuant to the exercise of the Options;
- (i) Option holders are permitted to participate in new issues of securities offered to Shareholders on the prior exercise of the Option in which case the Option holder shall be afforded the period of at least 10 business days prior to and inclusive of the record date to determine the entitlements to the issue, to exercise the Option; and
- (j) in the event of any reorganisation (including consolidation, subdivision, reduction or cancellation) of capital of the Company, the rights of Option holders are to be changed to the extent necessary to comply with the Listing Rules on a reorganisation of capital at the time of the reorganisation.