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Modena Resources Limited

ACN 119 749 647

Notice of General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting: 3rd April 2009
Time of Meeting: 10.00 am (Perth time)
Place of Meeting: The Holiday Inn City Centre, 788 Hay Street, Perth,
Western Australia

Modena Resources Limited

ACN 119 749 647

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (the **Meeting**) of members of Modena Resources Limited (**Modena** or the **Company**) will be held on Friday, 3 April 2009, commencing at 10.00 am (Perth time) at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia, for the purpose of transacting the following business.

The enclosed Explanatory Statement accompanies and forms part of this Notice of General Meeting.

AGENDA

SPECIAL BUSINESS

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

1. Appointment of (Herbert) Gavin Solomon as a Director

That, subject to the passage of the Second Resolution and the Third Resolution, (Herbert) Gavin Solomon be appointed a Director of Modena effective as and from the close of the Meeting ("**First Resolution**").

2. Appointment of Simon Robert Kidston as a Director

That, subject to the passage of the First Resolution and the Third Resolution, Simon Robert Kidston be appointed a Director of Modena effective as and from the close of the Meeting ("**Second Resolution**").

3. Appointment of Justin Bradley Clyne as a Director

That, subject to the passage of the First Resolution and the Second Resolution, Justin Bradley Clyne be appointed a Director of Modena effective as and from the close of the Meeting ("**Third Resolution**").

4. Removal of Craig Willis as a Director

That, subject to the passage of the First Resolution, Second Resolution and the Third Resolution, Craig Willis (or any person appointed between the date of this Requisition and the date on which the Meeting is conducted, who replaced Craig Willis as a Director of Modena) be removed as a Director of Modena effective as and from the close of the Meeting ("**Fourth Resolution**").

5. Removal of Wayne Bellman as a Director

That, subject to the passage of the First Resolution, Second Resolution and the Third Resolution, Wayne Bellman (or any person appointed between the date of this Requisition and the date on which the Meeting is conducted, who replaced Wayne Bellman as a Director of Modena) be removed as a Director of Modena effective as and from the close of the Meeting ("**Fifth Resolution**").

6. Removal of Directors

That, subject to the passage of the First Resolution, Second Resolution and the Third Resolution, any person not mentioned in this Requisition who is appointed as a Director of Modena, between the date of this Requisition and the date on which the Meeting is conducted, be removed as a Director of Modena effective as and from the close of the Meeting ("**Sixth Resolution**").

For the purposes of determining voting entitlements at the Meeting, the Company determines that members who are registered as holding fully paid ordinary shares in the capital of the Company at 10.00am (Perth time) on 1 April 2009 will be entitled to attend and vote at the Meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

BY ORDER OF THE BOARD

Craig Willis
Director
25 February 2009

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EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of members of Modena Resources Limited (“**Modena**” or the “**Company**”) in connection with the business to be conducted at the general meeting of members to be held at the Holiday Inn City Centre, 788 Hay Street, Perth, Western Australia on Friday, 3 April 2009 at 10.00am (Perth time).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

2. Appointment / Removal of Directors (Resolutions 1 to 6)

On 4 February 2009, Modena received requisitions to convene a general meeting of the Company pursuant to section 249D of the Corporations Act 2001 (“**the Act**”) from 19 shareholders, being shareholders with at least 5% of the votes that may be cast at a general meeting of the Company.

On 11 February 2009, Modena received a second set of requisitions to convene a general meeting of the Company pursuant to section 249D of the Act from 7 shareholders, also being shareholders with at least 5% of the votes that may be cast at a general meeting of the Company.

The 7 shareholders who gave the second set of requisitions also gave some of the first set of requisitions received on 4 February 2009, and gave the second set of requisitions on the basis the first set are withdrawn. The Company considers that the first set of requisitions cannot be withdrawn. Accordingly, the resolutions contained in the Notice of General Meeting contain all of the valid resolutions from both the first and second requisitions as at the date of the Notice.

In accordance with section 249D of the Act:

- (i) the Board of Directors of Modena must call the Meeting within 21 days after the first requisitions were given to Modena; and
- (ii) the Meeting must be held not later than 2 months after the requisitions were given to Modena.

As a consequence of the requisitions received on 4 and 11 February 2009, the resolutions to be proposed and voted upon by all eligible shareholders at the Meeting are as outlined in the Notice of General Meeting.

Shareholders should note that as at the date of the Notice of General Meeting, no profiles of or notices of consent from the proposed nominee directors have been received, nor have the shareholders making the request exercised their right under the Act to provide shareholders with statements in relation to the proposed business the subject of the Notice of General Meeting. Notices of consent from the proposed nominee directors are required to be provided to the Company within five business days of the date of the Notice of General Meeting.

PROXY FORM

The Secretary
Modena Resources Limited
Suite B, 150 Hay Street
Subiaco WA 6008

I/We (full name)

_____ of _____
being a member(s) of Modena Resources Limited, hereby appoint as my/our proxy

_____ of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 10.00am (Perth time) on Friday, 3 April 2009 and at any adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Appointment of (Herbert) Gavin Solomon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Simon Robert Kidston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Justin Bradley Clyne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Removal of Craig Willis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Removal of Wayne Bellman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Removal of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the member is an individual or joint holder:

Usual Signature
Dated this _____ day of _____ 2009.

Usual Signature

If the member is a company:

Signed in accordance with the constitution of the company in the presence of:

Director/Sole Director Director/Secretary Sole Director and Sole Secretary
Dated this _____ day of _____ 2009.

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NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (Suite B, 150 Hay Street, Subiaco, Western Australia, 6008) or sent by facsimile to that office on Fax: 08 9388 8450 to be received not less than 48 hours prior to the time of the meeting.
5. If the member is a company it must execute under its common seal or otherwise in accordance with its constitution.
6. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

8. The Chairperson intends to vote all undirected proxies *against* all resolutions.