



Notice of Annual General Meeting and Explanatory Statement

Time and place of meeting and how to vote

Venue

The Annual General Meeting of Peel Exploration Limited will be held at:

**The VIC
1st floor, 226 Hay Street
Subiaco WA 6008**

Commencing 3.00 pm (WST) Friday, 27 November 2009

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 3.00 pm (WST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the proxy form by facsimile to the Company on facsimile number (08) 9388 1025 (International: + 61 8 9388 1025); or
- deliver or post the proxy form to the Company at Level 1, 79 Hay St, Subiaco, Western Australia 6008.

so that it is received not later than 3.00 pm (WST) on 25 November 2009.

Your proxy form is attached.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Peel Exploration Limited will be held at The VIC, 1st Floor, 226 Hay Street, Subiaco, Perth, Western Australia at 3.00 pm (WST) on Friday, 27 November 2009.

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered as ordinary business.

Note

A general meeting of the Company has been called by shareholders pursuant to section 249F of the Corporations Act on Wednesday 25 November 2009 (General Meeting). The results of the General Meeting may make redundant Resolution 2 listed below as ordinary business.

Agenda

Financial Report

To receive the financial statements of the Company for the year ended 30 June 2009 together with the Directors' Report, the Directors' Declaration and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)

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

“That, for the purposes of Section 250R(2) of the Corporations Act, the remuneration report for the financial year ended 30 June 2009, be adopted.”

Short explanation: Under Section 250R(2) of the Corporations Act, at the annual general meeting of a listed company a Resolution that the remuneration report be adopted must be put to the vote.

2. Resolution 2 – Re-election of Director – Mr Craig McGown

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

“That, subject to resolution 2 of the notice of meeting dated 25 September 2009 not receiving approval at the General Meeting to be held on 25 November 2009, and for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Craig McGown, who retires by rotation, and being eligible, is re-elected as a Director.”

Short explanation: Clause 13.2 of the Constitution provides that one-third of Directors shall retire as Directors of the company and a retired Director may be re-elected. At the General Meeting a resolution is proposed that Mr Craig McGown be removed as Director. If the resolution is passed Mr Craig McGown will no longer be a Director at the time of this Annual General Meeting and this Resolution 2 will not be applicable. However, if Mr Craig McGown is a Director at date of this Annual General Meeting then this Resolution 2 will be applicable.

BY ORDER OF THE BOARD



Rob Tyson
Executive Director
28 October 2009

NOTE:

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. This date is 5.00 pm (WST) on 25 November 2009.

Explanatory Statement

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. FINANCIAL STATEMENTS AND REPORTS

The first agenda item is to receive the financial statements and reports of the Company for the year ended 30 June 2009, comprising the Financial Statements, Directors' Report, Directors' Declaration and Independent Audit Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's directors and auditors in relation to the Company's results for that financial year.

As a shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than 5.00 pm on 23 November 2009. All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

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 2009.

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 CRAIG MCGOWN

At the General Meeting dated 25 November 2009 resolution 2 proposes that Mr Craig McGown be removed as a Director. If the resolution is passed Mr Craig McGown will not be a Director at time of this Annual General Meeting and Resolution 2 under this Notice of Meeting will no longer be applicable. However, if Mr Craig McGown remains a Director at the date of this Annual General Meeting then this Resolution 2 will be applicable.

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

At the time of this Notice of Meeting the Company has 3 Directors, accordingly Mr Craig McGown must retire.

Mr Craig McGown retires by rotation and is eligible for re-election.

7. ENQUIRIES

Shareholders should contact Mr David Hocking (Company Secretary) on 08 9382 3955 if they have any questions 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.

ASX means ASX Limited.

ASX Listing Rules or Listing Rules means the Listing Rules of the ASX.

Board means the board of directors of the Company.

Company and Peel means Peel Exploration Limited (ABN 42 119 343 734).

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 to the Memorandum.

General Meeting means the general meeting of the Company convened by Stirling Tungsten Pty Limited under section 249F of the Corporations Act to be held or about 25 November 2009.

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

Memorandum means this information memorandum.

Notice means the notice of meeting accompanying this memorandum.

Resolution means a resolution contained in this Notice.

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

Shareholder means a holder of Shares.

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

PROXY FORM

**APPOINTMENT OF PROXY
PEEL EXPLORATION LIMITED
ABN 42 119 343 734**

ANNUAL GENERAL MEETING

I/We _____
of _____

being a member of Peel Exploration Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint _____

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 3.00 pm on Friday 27 November 2009 at The VIC, 1st Floor, 226 Hay Street, Subiaco, Perth, Western Australia and at any adjournment of the meeting.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 to 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 2 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 2 other than as 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 Resolutions 1 to 2 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 2.

OR _____

Voting on Business of the Annual General Meeting

	For	Against	Abstain	Chair*
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Craig McGown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name:

Contact Ph (daytime):

Instructions for Appointment of Proxy

A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at the annual general meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.

1. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
2. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
3. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
4. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of the annual general meeting, by post or facsimile to the respective addresses stipulated in this proxy form.
5. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, 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.
6. 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.
7. Where a voting exclusion applies, 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 to vote as the proxy decides 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.
8. The Chairman intends to vote for all resolutions set out.

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