



Stirling Minerals Limited
ABN 24 123 972 814

Notice of Annual General Meeting

TIME: 11:00am (WST)

DATE: Monday, 24 November 2008

PLACE: Grange Consulting, 945 Wellington Street, West Perth, Western Australia

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 (08) 9322 7600.

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Time and Place of Meeting and How To Vote

Venue

The Annual General Meeting of Shareholders of Stirling Minerals Limited which this Notice of Meeting relates to will be held on **24 November 2008 at 11:00am (WST)** at:

**Grange Consulting
945 Wellington Street
West Perth WA 6005**

Your Vote Is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place set out above. The meeting will commence at **11:00am (WST)**.

Voting by Proxy

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

- (a) send the proxy form by post to the Company's Share Registry, Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia, 6909; or
- (b) deliver the proxy form to the Company's Share Registry, Advanced Share Registry Ltd, 150 Stirling Highway, Nedlands, Western Australia, 6009; or
- (c) send the proxy form by facsimile to the Company's share registry on facsimile number INT + 61 8 9389 7871,

so that it is received not later than **4:00pm (WST)** on **21 November 2008**.

Proxy forms received later than this time will be invalid.

Stirling Minerals Limited
ABN 24 123 972 814

Notice of Meeting

Notice is given that the Annual General Meeting of Shareholders of Stirling Minerals Limited will be held at the Grange Consulting, 945 Wellington Street, West Perth, Western Australia at **11:00am (WST) on 24 November 2008 (Annual General Meeting)**.

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 as at 4:00pm on 21 November 2008.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the glossary or in the Explanatory Statement.

Agenda

The Explanatory Statement to this Notice of Meeting describes the matters to be considered at the Annual General Meeting.

Adoption of Annual Financial Report

To receive the Annual Financial Report, including Directors' declaration and accompanying reports of the Directors and auditors for the financial year ending 30 June 2008.

Non-binding Business

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

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s Annual Report for the year ended 30 June 2008.”

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company’s annual general meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Ordinary Business

Resolution 2 – Re-election of Mr Jason Bontempo

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

“To elect Mr Jason Bontempo as a director of the Company who retires by rotation pursuant to the Constitution of the Company and being eligible offers himself for re-election.”

Short Explanation: in accordance with ASX Listing Rule 14.4 (rotation of directors) and the Company’s Constitution, one third of the Directors must retire by rotation at every Annual General Meeting. Accordingly, Mr Bontempo retires by rotation and being eligible for re-election, offers himself for re-election at the Meeting.

Resolution 3 – Re-election of Mr Stephen Brockhurst

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

“That Mr Stephen Brockhurst having been appointed as a Director on 9 April 2008, who retires in accordance with the Constitution and, being eligible, be re-appointed as a director of the Company with immediate effect.”

Short Explanation: In accordance with ASX Listing Rule 14.4, a director of the Company appointed to fill a casual vacancy or as an addition to the Board may not hold office (without re-election) past the next Annual General Meeting following their appointment. Further, in accordance with the Constitution, any Director appointed by the Board holds office only until conclusion of the next General Meeting and is eligible for re-election. Accordingly, Mr Brockhurst retires and being eligible for re-election, offers himself for re-election at the Meeting.

Resolution 4 – Appointment of Auditor

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 327B of the Corporations Act 2001 (Cth) and for all other purposes, RLF Bentleys Audit & Corporate Pty Ltd, ABN 33 121 222 802 trading as Bentleys, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.”

Dated this 16th day of October 2008

By order of the Board



Tony King
Managing Director

Notes:

- (1) A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
- (2) For the purposes of the Corporations Regulations, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is **4:00pm (WST) on 21 November 2008**. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the meeting.

Enquiries

Shareholders are invited to contact the Company Secretary, Ms Rebecca Sandford on (08) 9322 7600 if they have any queries in respect of the matters set out in these documents.

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.

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.

Ordinary Business of the Annual General Meeting

1. General Information

This Explanatory Statement has been prepared for the Shareholders in connection with the Annual General Meeting of the Company to be held on 24 November 2008.

The purpose of this Explanatory Statement is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the above resolutions detailed in the Notice.

This Explanatory Statement is an important document and should be read carefully in full by all Shareholders. 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.

2. Resolution 1 – Remuneration Report (Non-binding Resolution)

In accordance with section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report as set out in the Directors' Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

3. Resolution 2 – Re-election of Mr Jason Bontempo

In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the longer of 3 years and the third Annual General Meeting following their appointment. Further, in accordance with the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election.

Accordingly, Mr Bontempo retires by rotation and being eligible, offers himself for re-election.

Mr Bontempo has worked in Investment Banking and Corporate Advisory since qualifying as a chartered accountant with Ernst & Young in 1997. This has also included 4 years in London working in both equity and debt market divisions for major investment banks. Recently Mr Bontempo has been closely involved with advising and financing of AIM and ASX listings for resource and venture based companies. Mr Bontempo is also currently a non-executive director of Tianshan Goldfields Limited and Mojo Limited.

4. Resolution 3 – Re-election of Mr Stephen Brockhurst

In accordance with ASX Listing Rule 14.4, a director of the Company appointed to fill a casual vacancy or as an addition to the Board may not hold office (without re-election) past the next Annual General Meeting following their appointment. Further, in accordance with the Constitution, any Director appointed by the Board holds office only until conclusion of the next General Meeting and is eligible for re-election. Accordingly, Mr Brockhurst retires and being eligible for re-election, offers himself for re-election at the Meeting.

Mr Brockhurst is an accountant with considerable corporate and company secretarial experience. He has been involved in the listing of many mineral exploration companies on the ASX, specialising in capital raisings, due diligence, corporate advisory, compliance and regulatory requirements. Mr Brockhurst is currently also a non-executive director of Red Emperor Resources NL and Blackham Resources Limited.

5. Resolution 4 – Appointment of Auditor

Rix Levy Fowler Partnership, (**RLF**) have undertaken a corporate restructure and the audit practice is now carried out through RLF Bentleys Audit & Corporate Pty Ltd, ABN 33 121 222 802 trading as Bentleys (**Bentleys**).

RLF have given notice of their intention to resign as auditor of the Company (under section 329 (5) of the Corporations Act); this is subject to receipt of the consent of the Australian Securities & Investments Commission (**ASIC**) and shareholder approval of this Resolution 4 for the appointment of Bentleys as auditor.

Subject to ASIC consenting to the resignation of RLF and RLF submitting a resignation to the Company, it is proposed that the Company appoint Bentleys as auditor of the Company.

In accordance with section 328B (1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for Bentleys to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

Bentleys has given its written consent to act as the Company's auditor subject to shareholder approval of this Resolution 4.

If Resolution 4 is passed, the appointment of Bentleys as the Company's auditor will take effect at the close of this AGM.

Directors' Recommendations

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Responsibility for Information

The information concerning the Company contained in this Explanatory Statement, including information as to the views and recommendations of the Directors has been prepared by the Company and is the responsibility of the Company.

The Explanatory Statement does not take into account the individual investment objectives, financial situation and particular needs of individual Shareholders. If you are in doubt as to what you should do, you should consult your legal, financial or professional advisor prior to voting.

Glossary

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

Annexure means an annexure to this Explanatory Statement.

ASIC means Australian Securities Investment Commission.

ASX means ASX Limited ABN 98 008 624 691.

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

Board means the board of Directors of the company.

Chairman means the Chairman of the Company.

Company means Stirling Minerals Limited ABN 24 123 972 814.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

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

Shareholder means a shareholder of the Company.

Annexure A

**Nomination from a shareholder for the appointment of
RLF Bentleys Audit & Corporate Pty Ltd ABN 33 121 222 802
as Auditor the subject of Resolution 4**

16 October 2008

The Company Secretary
Stirling Minerals Limited
945 Wellington Street
West Perth WA 6005

Dear Sirs

Nomination of RLF Bentleys Audit & Corporate Pty Ltd as Auditor of Stirling Minerals Limited

I, Jeremy King, being a shareholder of Stirling Minerals Limited, hereby nominate RLF Bentleys Audit & Corporate Pty Ltd of Level 1, 12 Kings Park Road, West Perth WA 6005 for appointment as auditor of Stirling Minerals Limited at its 2008 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2008 Annual General Meeting of Stirling Minerals Limited as required by section 328B (3) of the *Corporations Act 2001* (Cth).

Signed:

A handwritten signature in black ink, appearing to read 'Jeremy King', with a stylized flourish at the end.

Jeremy King

Stirling Minerals Limited
ABN 24 123 972 814

Shareholder Details

Name:
 Address:
 Contact Telephone:
 Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder(s) of Stirling Minerals Limited and entitled to attend and vote, hereby appoint

	The Chairman of the Meeting (mark with an 'X')	OR		Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.
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or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and 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 of Stirling Minerals Limited to be held at the Grange Consulting, 945 Wellington Street, West Perth, Western Australia on 24 November 2008 at 11:00am (WST) and at any adjournment of that meeting.

IMPORTANT

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If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

Voting directions to your Proxy – please mark X to indicate your directions

		For	Against	Abstain*
Resolution 1.	Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-election of Mr Jason Bontempo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Re-election of Mr Stephen Brockhurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Appointment of a second proxy (see instructions overleaf) %

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Company Secretary	Director	Director/Company Secretary

How to complete this Proxy Form

Your Name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Annual General Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Annual General Meeting will be your proxy. A proxy need not be a shareholder of the company.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary on (08) 9322 7600 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged a copy of the Power of Attorney with the Company's share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of Meeting or may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent to the Company's Share Registry, Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia, 6909; or delivered to Advanced Share Registry Ltd, 150 Stirling Highway, Nedlands, Western Australia, 6009; sent by facsimile to the Company's Share Registry on (08) 9389 7871.