

ROYALCO RESOURCES LIMITED

ACN 096 321 532

Registered Office: Level 9, 356 Collins Street, Melbourne, Victoria 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Royalco Resources Limited ("Royalco" or the "Company") will be held at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne 3000 at 9.00 am on Tuesday 23 November 2010.

ORDINARY BUSINESS

The following items of business will be considered:

1. To receive and consider the financial reports of Royalco Resources Ltd and the report of the Directors and Auditor for the year ended 30 June 2010.

2. To consider, and if thought fit, to pass the following as an ordinary resolution:

“That David Ogg be elected as a director of the Company”.

Mr Ogg was appointed a director of the company on 26 March 2001, and in accordance with the Company’s constitution, retires at this AGM, and being eligible, offers himself for election.

3. To consider, and if thought fit, to pass the following as an ordinary resolution:

“That Bruce Pertzel be elected as a director of the Company”.

Mr Pertzel was appointed a director of the company on 22 October 2007, and in accordance with the Company’s constitution, retires at this AGM, and being eligible, offers himself for election.

4. To adopt the remuneration report for the year ended 30 June 2010.

Note – the vote on this resolution is advisory only and does not bind the directors.

EXPLANATORY NOTES

Item 1 - Receive and consider the financial and other reports.

This item is self explanatory. It is intended to provide an opportunity for shareholders to raise questions on the reports themselves and on the performance of the company generally.

There is no requirement either in the Corporations Act or the Constitution for Members to approve the Financial Report, the Director’s Report (other than the Remuneration Report) or the Auditors Report.

Item 2 – Election of a director.

In accordance with the Company’s constitution, David Ogg resigns as a director, and being eligible, offers himself for re election. Background information relating to Mr Ogg can be found in the Annual Report in the Directors Report section.

The board (in the absence of Mr Ogg, who abstained from voting) recommends that shareholders vote in favour of item 2.

Item 3 – Election of a director.

In accordance with the Company's constitution, Bruce Pertzelt resigns as a director, and being eligible, offers himself for re election. Background information relating to Mr Pertzelt can be found in the Annual Report in the Directors Report section.

The board (in the absence of Mr Pertzelt, who abstained from voting) recommends that shareholders vote in favour of item 3.

Item 4 – Adoption of the remuneration report.

In accordance with the Corporations Act, the Company submits its remuneration report to shareholders for consideration and adoption by way of a non – binding resolution.

The remuneration report is set out in the Company's Annual Report. The report:

- Explains the board's policies in relation to the nature and level of remuneration paid to directors, secretaries and key management personnel of the Company;
- Sets out the Company's policy with regards to both executive director and non – executive director remuneration;
- Explains the policy with regards to the issue of options to both directors and executives.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

NOTES

Voting Entitlements

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7.00 pm on Friday 19 November 2010.

Proxies

If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a shareholder of the Company.

If you wish to appoint one proxy, please use the form provided. If you wish to appoint two proxies, please follow the instructions in point 4 on the reverse side of the proxy form.

The Company's constitution provides that on a show of hands, every person present and qualified shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. But your directions will be effective if a poll is required and your proxy votes.

To be effective, the proxy form must be received by fax to the Company at 03 9670 4479, or at our registered office, Level 9, 356 Collins Street, Melbourne Victoria 3000 not later than 9.00am on Sunday 21 November 2010.

Admission to Meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are asked to bring the proxy form to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return the proxy form for each of their shareholdings in the Company.