

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 SHAW Stockbroking Limited, Level 20, 90 Collins Street Melbourne 3000 at 10.30 am on Friday 16 November 2007

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 2007.
2. To consider, and if thought fit, to re elect pass the following as an ordinary resolution:

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

In accordance with the Company's constitution, Mr Ogg resigns as a director, and being eligible, offers himself for re 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 has accepted an offer to join the board as a non executive director, subject to shareholder approval. If elected, Mr Pertzel will replace Mr Boyd and Mr Lester, who have retired effective as of today, and do not seek re election.

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

“That for the purpose of Listing Rule 10.11, approval be granted for the issue of 150,000 options over ordinary shares no later than 12 December 2007, on the terms and conditions detailed in the explanatory statement, to Bruce Pertzel”.

5. To adopt the remuneration report for the year ended 30 June 2007.

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

Mr Pertzel has accepted an offer to join the board as a non executive director, subject to shareholder approval. Being eligible, Bruce offers himself for election as a director.

Bruce Pertzel - B Sc (Geol), Dipl. Geosci (Post Grad), FAusIMM is the Principal Geologist for Vital Metals Ltd.

Prior to this appointment Bruce was the Principal of the long established geological consulting firm Pertzel Tahan & Associates. He established this firm in 1982 following a ten-year engagement with Endeavour Resources Limited during which time he progressed from Project Geologist to Exploration Manager.

The board recommends that shareholders vote in favour of item 3.

Item 4 – Issue of Options to a Director

The Board has proposed that Bruce Pertzel be granted 150,000 options over unissued shares in the Company on terms and conditions detailed below. The proposes issue of options to Bruce Pertzel is a part of his remuneration and is designed to align his remuneration with that of other non executive directors. The options, if approved, will be issued no later than 12 December 2007.

The terms and conditions of the options proposed to be granted to Bruce Pertzel are as follows:

The Optionholder will be entitled to subscribe for and be allotted an ordinary share on the following basis and terms:

- (a) The option shall expire at 5.00pm (AEST) on 31 March 2011 ("Expiry Date").
- (b) The option shall entitle the Optionholder to subscribe for an ordinary share in the capital of the Company. A share issued on the exercise of the option will be a fully paid ordinary share and will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company, from the date of issue, and will be subject to the provisions of the constitution of the Company.
- (c) The option may be transferred at any time, in accordance with the Corporations Act 2001, the ASTC Settlement Rules and the Listing Rules.
- (d) The options shall be issued for no consideration.
- (e) The option shall be exercisable at 80 cents ("Exercise Price").
- (f) The Option may be exercised at any time after 28 June 2008 and prior to the Expiry Date by notice of exercise in or to the effect of the form provided to the Optionholder by the Company at the time of grant of the Option or otherwise, accompanied by payment of the Exercise Price.

- (g) Other than as detailed herein an Optionholder has no right to a change in the Exercise Price or to any change to the number of shares over which the option can be exercised.
- (h) The option shall not entitle the holder to participate in new issues of ordinary shares offered to members of the Company during the currency of the option.
- (i) In the event of any reorganisation of the capital of the Company, the option shall be treated in the manner required by the Listing Rules in force as at the date of any such reorganisation, and as appropriate to the type of reorganisation proposed.

In the event of their exercise, the funds raised will be used for general working capital purposes.

The board recommends that shareholders vote in favour of item 4.

Item 5 – 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 senior managers 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.

The board unanimously recommends that shareholders vote in favour of item 5.

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 Wednesday 14 November 2007.

Exclusion from voting on item 4.

The Company will disregard any votes cast on item 4 by Bruce Pertzelt or any associate of Bruce Pertzelt, except where any vote is cast by:

- (a) A person, or any of their respective associates, as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) The Chairperson of 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

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 10.30 am on Wednesday 14 November 2007.

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.

All correspondence to:
9th Floor
356 Collins Street
MELBOURNE VIC 3000
Telephone 61 3 9602 3626
Facsimile 61 3 9670 4479

I/We the shareholder(s) named above hereby appoint(s) the Chairman of the meeting as proxy, **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered security holder) you are appointing as your proxy in the box below, or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at the office of SHAW Stockbroking Limited, Level 20, 90 Collins Street, Melbourne 3000 at 10.30 am on Friday, 16 November 2007 and at any adjournment of that meeting.

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Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business

The proportion or number of my/our voting rights which this proxy is appointed to represent is

%	No.	(see note 2)
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Voting Instructions

Resolutions

1. To re elect David Ogg as a director of the Company.
2. To elect Bruce Pertzelt as a Director.
3. To approve the issue of 150,000 options over shares in the company to Bruce Pertzelt on the terms and conditions outlined in the notice of meeting.
- 4 To adopt the remuneration report for the year ended 30 June 2007

FOR	AGAINST	ABSTAIN

If no direction is given above or if more than one box is marked, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of the resolution to be considered by the meeting and any adjournment of the meeting.

IMPORTANT: FOR ITEM 3 ABOVE

If Bruce Pertzelt is to be your proxy and you have not directed your proxy how to vote on Item 3 above, please place a mark in this box. By marking this box you acknowledge that the Bruce Pertzelt may exercise your proxy even though he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you have appointed Bruce Pertzelt as your proxy and you do not mark this box, and you have not directed your proxy how to vote, Bruce Pertzelt will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this Item.

Signature(s)

Date

Individual or
Joint Shareholder 1

Director/Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Sole Director & Sole Company
Secretary

NOTES ON PROXY FORM

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Please note: you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box underneath your name and address. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name and address of that person in the boxes on the form for that purpose. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3. Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 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 or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5 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, either security holder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the 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 2001*) 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10-30 am on Wednesday, 14 November 2007, being 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.

Proxy forms may be lodged:

- (a) by mail or by hand to the address set out below:

Royalco Resources Limited
9th Floor
356 Collins Street
MELBOURNE VIC 3000

- (b) by facsimile to (03) 9670 4479.