

Lefroy Resources Limited

ACN 107 118 678

NOTICE OF ANNUAL GENERAL MEETING

**For the Annual General Meeting to be held on
Tuesday 27th November 2007
at The Celtic Club, 48 Ord Street, West Perth WA 6005
commencing at 2.00pm (WST)**

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.
If you do not understand the matters set out in this document, please consult your
professional adviser.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the shareholders of Lefroy Resources Limited (Company) will be held at The Celtic Club, 48 Ord Street, West Perth WA 6005 on Tuesday 27 November 2007 at 2.00pm (WST) for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered.

A G E N D A

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Company's Financial Statements and the related Directors' Reports, Directors' Declarations and Auditors' Report for the year ended 30 June 2007.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution:

“For the purposes of Section 250R(2) of the Corporations Act, to approve the Remuneration Report as set out in the 2007 Annual Financial Report”

Resolution 2 - Re-election of Mr Malcolm James as a Director

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

“That Mr Malcolm James, being a Director who retires by rotation in accordance with clause 79(1) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company”

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001.

VOTING ENTITLEMENT

For the purpose of determining voting entitlements at the AGM, all shares in the Company will be taken to be held by those members who are registered shareholders at the close of business on the 25th November 2007.

PROXIES

Members may vote by attending the AGM in person, by Proxy or authorised representative.

A member who is entitled to vote at the AGM is entitled to appoint not more than two proxies, to vote on their behalf. An appointed proxy need not be a member of the Company.

Where more than one proxy is appointed, the member needs to specify the proportion of votes appointed to each proxy. If voting proportions are not specified, then each proxy may exercise half of the members voting rights.

A proxy form accompanies this notice. To be effective, the duly completed proxy form, together with any relevant power of attorney, must be received by the Company by no later than 2.00pm (WST) on Sunday 25th November 2007.

The proxy form must be signed by the member, or their duly authorised attorney, in writing or, if the member is a corporation, in a manner permitted by the Corporations Act.

Please direct proxy forms and any relevant power of attorney to the Company's office at:

The Company Secretary
Lefroy Resources Limited
PO Box 1417
Subiaco WA 6904

Alternatively, completed proxy forms and any relevant power of attorney can be lodged by facsimile on: (08) 9382 8722.

By Order of the Board



Jonathan Whyte
Company Secretary
Lefroy Resources Limited

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of Lefroy Resources Limited in connection with the business to be conducted at the AGM of members, to be held on Tuesday 27 November 2007 at 2.00pm (WST).

The purpose of this Explanatory Memorandum is to provide members 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 of Annual General Meeting.

Financial Statements and Reports

The Financial Statements and the related Directors' Report, Directors' Declaration and Auditors' Report for the year ended 30 June 2007 will be laid before the meeting in accordance with the Corporations Act. Members will be given the opportunity to ask questions of the Board of Directors and the Auditors in relation to the Annual Report at the AGM.

Resolution 1 – Remuneration Report

The Company's Remuneration Report is submitted to shareholders for consideration and adoption under a non-binding vote. The Directors' Report for the year ended 30 June 2007 contains the Remuneration Report, which sets out the policy for remuneration of the Directors and senior executives of Lefroy Resources Limited. The Annual Financial Report of the Company (containing the Remuneration Report) is also available on the Company's website at www.lefroyresources.com.au.

The Corporations Act requires that a listed company must propose a resolution that the Remuneration Report be adopted at its annual general meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions regarding the remuneration report.

Resolution 2 - Re-election of Malcolm James as a Director

Clause 79(1) of the Company's Constitution requires that at each AGM one-third of the Directors must retire from office.

In accordance with the constitution, Mr Malcolm James retires from office and offers himself for re-election as a Director.

A profile of Mr Malcolm James is contained in the Company's Annual Report for the year ended 30 June 2007.

PROXY FORM

**APPOINTMENT OF PROXY
LEFROY RESOURCES LIMITED
ACN 107 118 678**

GENERAL MEETING

I/We

being a Member of Lefroy Resources Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Tuesday, 27 November 2007 at 2.00pm (WST) and at any adjournment thereof.

Voting on Business of the General Meeting

FOR AGAINST ABSTAIN

Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Malcolm James as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to the Resolutions, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on these Resolutions, please place a mark in this box

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 resolution and votes cast by him 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 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 on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO THE RESOLUTIONS YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO THE RESOLUTIONS WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is
Signed this _____ day of _____ 2007 _____ %

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary

LEFROY RESOURCES LIMITED
ACN 107 118 678
Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.