

RIDGE RESOURCES LTD
ABN 56 147 325 620

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

IMPORTANT INFORMATION

*This Notice of Meeting is an important document that should be read in its entirety.
If shareholders are in doubt as to how that 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 Mr Alec Pismiris on telephone (+61 8) 6263 0888.*

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CONTENTS

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	8
Proxy Form	9
Annexure A – Nomination of Auditor	11

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Shareholders to which this Notice relates will be held at 52 Ord Street, West Perth, Western Australia at 9.00am (AWST) on Friday, 14th October 2011.

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.

Voting by Proxy

(a) The Directors have determined that in accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company specifies the following information for the purposes of receipt of proxy appointments. To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice as soon as possible and either:

- return the Proxy Form by delivery or by post to Ridge Resources Ltd, 52 Ord Street, West Perth, Western Australia, 6005;
- send the Proxy Form to Ridge Resources Ltd on facsimile number (+61 8) 9481 5142; or
- email the Proxy Form to Ridge Resources Ltd at acp@azurecapital.com.au,

so that it is received by the Company by no later than 9.00pm (AWST) on Wednesday, 12th October 2011.

Proxy Forms received later than this time will be invalid.

(b) In relation to voting that takes place on or after 1 August 2011, regardless of whether a proxy was appointed before, on or after that date, Section 250BB of the Corporations Act restricts voting at the meeting by the Chair or other holder of a directed proxy as follows:

- (i) A proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed
- (ii) If the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) If the proxy is the chair of the meeting, the proxy must vote on a poll and must vote as directed; and

- (iv) If the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

If a proxy is also a member the above provisions do not affect the way that the person can cast any votes they hold as a member.

- (c) In relation to proxy appointments made on or after 1 August 2011 Section 250BC of the Corporations Act deems the Chair to have been appointed proxy in the following circumstances in respect of votes on a resolution at the meeting:

If:

- (i) An appointment of a proxy specifies the way the proxy is to vote on a particular resolution; and
- (ii) The appointed proxy is not the chair of the meeting; and
- (iii) At the meeting a poll is duly demanded on the resolution; and
- (iv) Either:
 - A. If a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - B. The proxy does not vote on the resolution;

The chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution.

- (d) In relation to voting on or after 1 August 2011, whether the resolution relates to a time before, on or after that date, Section 250BD of the Corporations Act will prevent key management personnel within the corporate group and their closely related parties from voting undirected proxies on a resolution connected with key management personnel remuneration.
- (e) Pursuant to Subsections 250R(4)-(10) of the Corporations Act, members of key management personnel (and their closely related parties) will be prohibited from voting – either personally or by undirected proxy - on Resolution 2 at the annual general meeting.

**RIDGE RESOURCES LTD
ABN 56 147 325 620**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Ridge Resources Ltd will be held at 52 Ord Street, West Perth, Western Australia at 9.00am (AWST) on Friday, 14th October 2011 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial period ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR - MR DAVID NICHOLAS KELLY

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

"That Mr David Nicholas Kelly, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect."

RESOLUTION 2 – REMUNERATION REPORT

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

"That the Remuneration Report that forms part of the Directors' Report for the financial period ended 30 June 2011, be adopted."

The Remuneration Report is set out in the Directors' Report in the annual financial report. Please note that the vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

RESOLUTION 3 – APPOINTMENT OF AUDITOR

To consider, and if thought fit, 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, Somes and Cooke, 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 7th day of September 2011

BY ORDER OF THE BOARD



ALEC PISMIRIS
Company Secretary

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NOTES:

Definitions

Terms which are used in this Notice of Meeting and which are defined in Section 6 of the Explanatory Statement have the meanings ascribed to them therein.

Voting Entitlement

Ridge Resources Ltd (as convenor of the Meeting) has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in that register of members as at 5pm (AWST) on Wednesday, 12th October 2011.

This means that any holder registered at 5pm (AWST) on Wednesday, 12th October 2011 is entitled to vote at the Annual General Meeting.

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - return the Proxy Form by delivery or by post to Ridge Resources Ltd, 52 Ord Street, West Perth, Western Australia, 6005;
 - send the Proxy Form to Ridge Resources Ltd on facsimile number (+61 8) 9481 5142; or
 - email the Proxy Form to Ridge Resources Ltd at acp@azurecapital.com.au,so that it is received by the Company by no later than 9.00pm (AWST) on Wednesday, 12th October 2011.

Proxy Forms received later than this time will be invalid.

RIDGE RESOURCES LTD
ABN 56 147 325 620

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement forms part of a Notice of Meeting convening the 2011 Annual General Meeting of Ridge Resources Ltd to be held at 9.00am (AWST) on Friday, 14th October 2011 at 52 Ord Street, West Perth, Western Australia.

Certain terms used in this Explanatory Statement are defined in Section 6.

At the Annual General Meeting, Shareholders will be asked to consider resolutions:

- re-electing Mr David Nicholas Kelly as a director who retires by rotation in accordance with the Company's constitution;
- adopting the Remuneration Report, this resolution is advisory only; and
- appointment of Somes and Cooke as auditor.

Each of the resolutions is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

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

2. FINANCIAL AND OTHER REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial period ended 30 June 2011 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.ridgeresources.com.au or www.asx.com.au.

Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, Shareholders will have an opportunity to ask questions about the annual financial report at the Annual General Meeting.

3. RESOLUTION 1 - RE-ELECTION OF DIRECTOR - MR DAVID NICHOLAS KELLY

Resolution one deals with the re-election of Mr David Nicholas Kelly who retires by rotation as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election.

David Nicholas Kelly – Age 46

Mr Kelly is currently an executive director of Optimum Capital Pty Ltd and has over 20 years mining experience. Mr Kelly holds a B. Sc. Hons (Major in Geology) from Victoria University of Wellington. His experience includes exploration, operations management, mine planning, project evaluation and business development with companies such as Consolidated Minerals Limited, WMC Resources Limited and Central Norseman Gold Corporation. He has spent several years in resource banking with

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Investec and N M Rothschild & Sons undertaking technical and operational analysis of debt and equity opportunities. During the past three years Mr Kelly has not served as a Director of any other listed companies.

The other Directors recommend to Shareholders that Mr Kelly be re-elected as a Director.

4. RESOLUTION 2 - REMUNERATION REPORT

Under the Corporations Act a listed company is required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. The Remuneration Report can be found in the annual financial report of the Company for the financial period ended 30 June 2011 which is available on the Company's website at www.ridgeresources.com.au. It sets out a range of matters relating to the remuneration of Directors and executives of the Company. A vote on Resolution 2 is advisory only and does not bind the Company or the Directors.

4.1 REMUNERATION REFORM

Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Bill 2011 ("Amendment Bill")

Following the global financial downturn and community concern about excessive executive remuneration, in March 2009 the Australian Government instructed the Productivity Commission ("Commission") to undertake a review of Australian executive remuneration legal framework in respect of listed companies.

On 4 January, 2010, following extensive public consultation, the Commission released its final report. In its response to the Commission's final report on 16 April 2010, the Government supported nearly all of the Commission's recommendations and, consequently, laid the foundation for Amendment Bill.

The Amendment Bill was approved by the Senate on 20 June 2011 and the legislation took effect from 1 July 2011.

A summary of the new obligations imposed by the Amendment Bill are:

- (a) requiring directors of listed companies to stand for re-election if they do not adequately respond to shareholder concerns on the remuneration report over two consecutive years;
- (b) requiring companies to disclose details relating to the use of remuneration consultants;
- (c) prohibiting key management personnel of a company from voting on remuneration matters;
- (d) prohibiting key management personnel for a company that is a disclosing entity from hedging their incentive-based remuneration;
- (e) prohibiting proxy vote holders from "cherry picking" which proxies they exercise, by requiring them to cast all directed proxies; and
- (f) requiring, in respect of a public company, shareholder approval for a board declaration that there are no vacant board positions if the number of board positions filled is less than a maximum number specified in the company's constitution.

Under the new legislation, a '2 strikes' re-election process will apply to the non-binding shareholder vote on the remuneration report. That is, where a company's remuneration report receives a 'no' vote of 25% or more of all votes cast at two consecutive AGM's (that is, '2 strikes'), a resolution (the 'spill resolution') must be put to the second AGM requiring shareholders to vote on whether the company must hold another general meeting (known as the 'spill meeting') to consider spilling the board. If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the 'spill meeting' must be held within 90 days.

At the spill meeting, those individuals who were directors when the remuneration report was considered at the most recent AGM will be required to stand for re-election (other than the managing director). If, at the spill meeting all of the directors are removed (other than the managing director) there is a mechanism to ensure that there are a minimum of three directors remaining on the board. Namely, the remaining positions (other than that of the managing director) will be filled by those with the highest percentages of votes favouring their appointment cast at the spill meeting on the resolution for their appointment (even if less than half the votes cast on the resolution were in favour of their appointment). If two or more individuals have the same percentage of votes, the remaining director or directors can choose which individual is appointed as a director, and this appointment must be confirmed at the company's next AGM.

In the case where none of the individuals who were directors when the remuneration report was considered at the most recent AGM remain as directors of the company, the company will not be required to hold the spill meeting. This is the case whether or not those directors have been replaced by new directors.

5. RESOLUTION 3 – APPOINTMENT OF AUDITOR

The directors of a public company must appoint an auditor within one month of registration. The directors have appointed Some and Cooke as the Company's auditor.

The auditor of a public company so appointed within one month of registration holds office until the first annual general meeting of the Company. The auditor must be re-appointed at the first annual general meeting so that they may continue to act 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 Some and Cooke to be formerly appointed as the Company's auditor. A copy of the nomination is attached to the Explanatory Statement as Annexure A.

Some and Cooke has given its written consent to act as the Company's auditor subject to shareholder approval of this Resolution 3.

If Resolution 3 is passed, the appointment of Some and Cooke as the Company's auditor will take effect at the close of the Annual General Meeting.

All the Directors recommend that Shareholders vote in favour of Resolution 3.

6. GLOSSARY

In this Explanatory Statement:

“**AGM**” means Annual General Meeting;

“**ASX**” means ASX Limited ACN 008 624 691;

“**Board**” means the current board of directors of the Company;

“**Company**” means Ridge Resources Ltd ACN 147 325 620;

“**Constitution**” means the constitution of the Company as amended from time to time;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Directors**” means the current directors of the Company;

“**Explanatory Statement**” means the Explanatory Statement accompanying the Notice;

“**Listing Rules**” means the official listing rules of the ASX;

“**Meeting**” means the meeting of Shareholders convened by this Notice;

“**Notice**” or “**Notice of Meeting**” or “**Notice of Annual General Meeting**” means the notice of annual general meeting including this Explanatory Statement and the Proxy Form;

“**Proxy Form**” means the proxy form accompanying the Notice;

“**Remuneration Report**” means the remuneration report relating to the financial period ended 30 June 2011 and provided to Shareholders;

“**Resolutions**” means the resolutions set out in this Notice, or any one of them, as the context requires;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means an ordinary fully paid ordinary share in the capital of the Company;

“**Shareholder**” means a holder of a Share;

“**AWST**” means Western Standard Time as observed in Perth, Western Australia.

**RIDGE RESOURCES LTD
ABN 56 147 325 620**

PROXY FORM

The Secretary
Ridge Resources Ltd
52 Ord Street
West Perth WA 6005

Fax Number: (+61 8) 9481 5142

I/We _____

of _____

being a shareholder(s) of Ridge Resources Ltd hereby appoint _____

of _____

or failing him/her _____

of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 52 Ord Street, West Perth, Western Australia at 9.00am (AWST) on Friday, 14th October 2011, and at any adjournment thereof in respect of []% of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company. If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a Resolution, the proxy may abstain or vote at his or her discretion.

I/we direct my/our proxy to vote as indicated below:

	FOR	AGAINST	ABSTAIN
Resolution 1 – Re-election of Director - Mr David Nicholas Kelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing shareholder or the shareholder's attorney duly authorised in writing. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointor's attorney duly authorised in writing. The Chairman intends to vote all undirected proxies in favour of each Resolution.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman 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.

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ANNEXURE A – NOMINATION OF AUDITOR

*ACP Investments Pty Ltd
A.C.N. 009 253 650
P.O. Box 250
Claremont WA 6910*

18th August 2011

The Directors
Ridge Resources Ltd
52 Ord Street
West Perth WA 6005

Dear Gentlemen

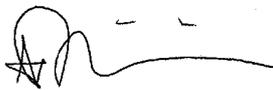
NOMINATION OF SOMES AND COOKE AS AUDITOR OF RIDGE RESOURCES LTD

I, Alec Christopher Pismiris in my capacity as director of ACP Investments Pty Ltd, being a shareholder of Ridge Resources Ltd, hereby nominate Somes and Cooke of Level 1, 1304 Hay Street West Perth, Western Australia 6005 for appointment as auditor of Ridge Resources Ltd at its 2011 Annual General Meeting.

We 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 2011 Annual General Meeting of Ridge Resources Ltd as required by section 328B (3) of the Corporations Act 2001.

Executed by ACP Investments Pty Ltd in accordance with its constitution.

Yours sincerely



ALEC PISMIRIS
Director/Secretary

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