
HANNANS REWARD LIMITED

ACN 099 862 129

NOTICE OF GENERAL MEETING

TIME: 1.30pm (WST)

DATE: Monday 14 September 2009

PLACE: The Celtic Club Inc
48 Ord 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 (+61 8) 9324 3388.

CONTENTS PAGE

Notice of General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	8

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1.30pm (WST) on 14 September 2009 at:

The Celtic Club Inc, 48 Ord Street, West Perth, Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Hannans Reward Limited, PO Box 1227, West Perth, WA, 6872
- (b) facsimile to the Company on facsimile number (+61 8) 9324 3366; or
- (c) hand delivery to Hannans Reward Ltd, Ground Floor, 28 Ord Street, West Perth, Western Australia, 6005;

so that it is received not later than 9.00am (WST) on 14 September 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 1.30pm (WST) on Thursday 14 September 2009 at The Celtic Club Inc, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of 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 General Meeting are those who are registered Shareholders of the Company at 4 pm (WST) on 11 September 2009.

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

AGENDA

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SECURITIES – AUGUST/SEPTEMBER 2009 PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 9,748,670 Shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. The Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing 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.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF SECURITIES – AUGUST/SEPTEMBER 2009 PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue and allot 19,283,670 Shares, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue and any of their associates and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. The Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing 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.

DATED: 12 AUGUST 2009

BY ORDER OF THE BOARD

A handwritten signature in cursive script that reads "Damian Hicks".

DAMIAN HICKS
HANNANS REWARD LIMITED
MANAGING DIRECTOR

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 1.30pm (WST) on 14 September 2009 at The Celtic Club Inc, 48 Ord Street, West Perth, Western Australia.

This 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.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SECURITIES – AUGUST/SEPTEMBER PLACEMENT

1.1 Background

On 12 August 2009, the Company announced it had agreed to proceed with a placement of 29,032,258 Shares at an issue price of \$0.155 per Share to raise approximately \$4,500,000 (**Placement**).

The Placement is one of two transactions comprising of capital raising by the Company to raise total funds of \$5,250,000. The Placement is being undertaken in conjunction with a share purchase plan available to all existing Shareholders (as at 11 August 2009) to raise up to \$750,000.

9,748,670 Shares were issued pursuant to the Placement on or about 18 August 2009 and Resolution 1 seeks ratification of the issue of the Shares pursuant to Listing Rule 7.4.

The remaining 19,283,588 are yet to be issued and are the subject of Resolution 2.

1.2 ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion (such as an option). If the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Under Listing Rule 7.4, an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and holders of ordinary securities subsequently approve it.

Accordingly, the Company wishes to have Shareholders ratify the issue of 9,748,670 Shares pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

1.3 Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the total number of securities allotted was 9,748,670 Shares;
- (b) the price at which the Shares were issued was \$0.155 per Share;
- (c) the Shares rank equally in all respects with the existing Shares on issue;

- (d) the Shares were issued to institutional and professional clients (within the meaning of Section 708 of the Corporations Act) of Patersons Securities Limited;
- (e) the institutional and professional clients of Patersons Securities Limited, and Patersons Securities Limited, are not related parties or associates of the Company; and
- (f) funds raised by the issue of the Shares will be allocated towards exploration activities at the Company's Forrestania nickel and gold project, Lake Johnston nickel and gold project, and Jigalong multi-commodity project.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF SECURITIES – AUGUST/SEPTEMBER 2009 PLACEMENT

2.1 Background

On 12 August 2009, the Company announced it had agreed to proceed with a placement of 29,032,258 Shares at an issue price of \$0.155 per Share to raise \$4,500,000 (**Placement**).

19,283,588 Shares, the subject of the Placement, are yet to be issued and such issue is subject to obtaining Shareholder approval in accordance with Listing Rule 7.1.

2.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The effect of Resolution 2 will be to allow the Directors to issue up to 19,283,588 Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX), without using the Company's 15% placement capacity under Listing Rule 7.1.

2.3 Technical information required by ASX Listing Rule 7.1

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following particulars in relation to the proposed issue pursuant to Resolution 2:

- (a) the maximum number of securities to be issued pursuant to Resolution 2 is 19,283,588 Shares;
- (b) the allottees of the securities will be institutional and professional clients (within the meaning of Section 708 of the Corporations Act) of Patersons Securities Limited;
- (c) none of the allottees are related parties or associates of the Company;
- (d) the issue price of the Shares will be \$0.155;
- (e) the Shares will rank equally with the Company's existing Shares on issue;
- (f) the Shares will be issued no later than three (3) months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date; and

- (g) funds raised by the issue of the Shares will be allocated towards exploration activities at the Company's Forrestania nickel and gold project, Lake Johnston nickel and gold project, and Jigalong multi-commodity project.

3. ENQUIRIES

Shareholders are required to contact the Company on (+ 61 8) 9324 3388 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Hannans Reward Limited (ACN 099 862 129).

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 of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
HANNANS REWARD LIMITED
ACN 099 862 129**

GENERAL MEETING

I/We

of

being a member of Hannans Reward Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair'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 1.30pm (WST), on 14 September 2009 at The Celtic Club Inc, 48 Ord Street, West Perth, Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 and 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 and 2 and that votes cast by the Chair of the General Meeting for Resolutions 1 and 2 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 Chair will not cast your votes on Resolutions 1 and 2 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 2.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratification of Issue of Securities – August/September 2009 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of Issue of Securities – August/September 2009 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

HANNANS REWARD LIMITED
ACN 099 862 129

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a 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 General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the 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 General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - a) post to Hannans Reward Limited, PO Box 1227, West Perth, WA, 6872
 - b) facsimile to the Company on facsimile number (+61 8) 9324 3366; or
 - c) hand delivery to Hannans Reward Ltd, Ground Floor, 28 Ord Street, West Perth, Western Australia, 6005;

so that it is received not later than 9.00am (WST) on 14 September 2009.

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