



APEX MINERALS NL

ACN 098 612 974

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

Wednesday, 30 November 2005

Time of Meeting

11.00am

Place of Meeting

Seminar Room 2,
University Club,
University of Western Australia
(Hackett Entrance, Car Park 3),
Hackett Drive,
Matilda Bay,
Perth. WA



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ACN 098 612 974

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Apex Minerals NL (“Apex”) will be held at Seminar Room 2, University Club, University of Western Australia (Hackett Entrance, Car Park 3), Hackett Drive, Matilda Bay, Perth, Western Australia on Wednesday 30 November 2005, At 11.00 am.

AGENDA

BUSINESS

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

ORDINARY BUSINESS

To receive and consider the annual financial report of the Company and the reports of the directors and the auditors for the financial year ended 30 June 2005.

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

1. **Resolution 1 – Adoption of Remuneration Report**

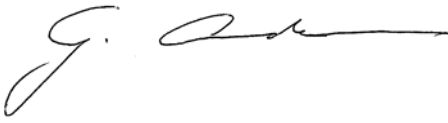
“That the remuneration report forming part of the Company’s 2005 Annual Report, which accompanied the notice convening this meeting, be adopted.”

2. **Resolution 2 - Re-election of Mr Stephen Lowe as a Director**

“That, Mr Stephen Lowe, being a director of the Company, retires by rotation in accordance with clause 14.9 of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a director of the Company.”

BY ORDER OF THE BOARD

Dated 21 October 2005

A handwritten signature in black ink, appearing to read 'G. Anderson', written in a cursive style.

Graham D Anderson
Company Secretary

PROXY

A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of the member. The proxy need not be a member of Apex. Proxy Forms must be lodged at the principal office of Apex at 668 Murray Street, West Perth, Western Australia 6005, (PO Box 682 West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number 08 9486 8044 not later than 48 hours before the time of the meeting.

For the determination of voting entitlements, the Directors have determined that the numbers of shares registered in the names of each member 24 hours prior to the time of the meeting will be taken, for the purposes of the meeting, to be held by the person who held them at that time.

A Proxy Form accompanies this Notice of Meeting.



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EXPLANATORY STATEMENT

This Explanatory Statement is for the information of Shareholders of Apex Minerals NL (Apex) in connection with Resolutions to be considered at the Annual General Meeting of Apex to be held on Wednesday, 30 November 2005 at 11.00am. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

Ordinary Business

Annual Financial Report

The Annual Report 2005 (including the financial statement, directors' report and auditor's report for the financial year ended 30 June 2005) has been sent to all Shareholders and will be tabled at the meeting. There is no formal resolution to accept the financial statements and reports, but provision will be made for Shareholders to question the Directors and the Auditor should they wish to do so.

Resolution 1 – Adoption of Remuneration Report

Section 250R of the Corporations Act requires a listed company to put to its shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the company's annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory only and does not bind the company's directors.

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

Resolution 2 – To Re-elect Mr Stephen Lowe as a Director

The Constitution of the Company requires that one third of the directors in office (other than a managing director) must retire by rotation at each annual general meeting of the Company.

Mr Lowe therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

The Board of Directors, with Mr Lowe abstaining, recommends that Shareholders vote to approve this Resolution.