



31 October 2011

NSX Limited
Level 2,
117 Scott Street
Newcastle NSW 2300

NOTICE OF ANNUAL GENERAL MEETING/PROXY FORM

Meridien Capital Limited (NSX: MEK) attaches the following;

- Notice of Annual General Meeting and Explanatory Memorandum
- Proxy Form

Yours faithfully,

MERIDIEN CAPITAL LIMITED

A handwritten signature in black ink, appearing to read "Kevin Good", is written over a faint, larger version of the same signature.

Kevin Good
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If members are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Notice is hereby given that the Annual General Meeting of the Shareholders of Meridien Capital Limited (Company) will be held on Wednesday 30 November 2011 at 10:30am (Sydney time) at Level 29, Chifley Tower, 2 Chifley Square, Sydney, New South Wales for the purpose of transacting the business referred to in this Notice of General Meeting.

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

AGENDA

ORDINARY BUSINESS

Receipt of Annual Financial Report

The shareholders of the Company hereby receive the Company's 2011 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2011, together with the Director's declaration and report in relation to that financial year and the auditor's report on those financial statements.

Resolution 1- Remuneration Report (non-binding)

To consider, and put to a non-binding vote the following resolution:

"That the Remuneration Report required by Section 300A of The Corporations Act 2001 (Cth), as contained in the Director's Report of the Company's Annual Report, for the year ended 30 June 2011, be adopted, details of which are set out in the explanatory memorandum in Resolution 1 in the Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Mr K J Good, Mr K R Shirlaw and Mr M Ivkovic (being Executive Directors and Managing Director of the Company during the period) and any associate of Mr Good, Mr Shirlaw and Mr Ivkovic.

However the Company need not disregard a vote if it is cast by a person as 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.

Resolution 2 – Re- Election of Mr K J Good

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

“That Mr Kevin Good, who retires by rotation in accordance with Clause 21.3 of the Company’s Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Ratification of the issue of 462,667 Ordinary Shares in the Company, pursuant to NSX Listing Rule 6.25

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

“That in accordance with NSX Listing Rule 6.25, the Company ratifies and approves the issue of four hundred and sixty two thousand, six hundred and sixty seven (462,667) fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory memorandum in the Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue, or their associates. However the Company need not disregard a vote if it is cast by a person as 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 in the proxy form to vote as the proxy decides.



By order of the Board,
Meridien Capital Limited

A handwritten signature in black ink, appearing to read 'Kevin Good', is written over a horizontal line.

Kevin Good
Company Secretary

Dated: 31 October 2011

NOTES:

1. The Chairman intends to vote all undirected proxies in favour of the resolution except where a voting restriction applies.
2. A Shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the Shareholder. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. A proxy need not be a Shareholder of the Company.
3. A proxy form accompanies this notice of meeting and contains additional information
4. To be valid, duly completed proxy appointment authorities under which a proxy form is signed, such as a power of attorney, must be received by the Company at an address specified in the proxy form no later than 10.30am (Sydney time) on 28 November 2011.
5. A proxy form and proxy appointment authorities may be lodged in person or mail at the registered office C/o DFK-Richard Hill, Level 11, 32 Martin Place, Sydney NSW 2000 Australia or at the Share registry at Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney, NSW, 2000, GPO Box 3993, NSW, 2001 Australia or by facsimile to 612 9290 9655.
6. For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at close of business on 28 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.
7. The constitution of the Company provides that a quorum for a general meeting of the Company is two Shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on 30 November 2011 at 10:30am (Sydney time) at Level 29, Chifley Tower, 2 Chifley Square, Sydney, New South Wales.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting and is a brief explanation of the matters contained in the Notice of Annual General Meeting.

ORDINARY BUSINESS

Resolution 1 – Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2011.

The Remuneration Report is a distinct section of the Annual Director's Report which deals with the remuneration of Director's and Executives of the Company. The Remuneration Report can be located in the Company's Annual Report.

The factors considered in reviewing the proposed amount also included:

- (a) the need for boards of directors to attract and retain talented members;
- (b) general market movement in non-executive Director remuneration; and
- (c) the considerable change in the market place in relation to the role of Boards of Directors which include their fiduciary responsibilities.

Resolution 2 – Re-election of Mr Kevin Good

Mr Kevin Good was appointed as a Director in 2006

The Company's constitution requires, at every annual general meeting, one-third of the directors retire from office. The director to retire at an Annual General Meeting is he who has been longest in office since their election. Accordingly, Mr Good offers himself for re-election.

A brief description of the director offering himself for re-election is set out below.

Mr Good is a Non-Executive Director and the Secretary of the Company. Kevin was formerly a Director of the financial services company, AAA Financial Group Limited. Kevin is also a past Director of the publicly listed North Queensland Resources NL and the Canadian, publicly listed Anzex Resources Limited.

Resolution 3 – Ratification of the issue of 462,667 Ordinary Shares in the Company pursuant to NSX Listing Rule 6.25

The following provides a brief explanation as to the NSX listing rules and the purpose of the resolution.

NSX listing rule 6.25(1) imposes a cap of 15% of the Company's issued capital that a company may issue in a 12 month period without Shareholder approval. The issue of 462,667 fully paid Ordinary Shares is within this limit.

Under Listing Rule 6.25, the Company can seek shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the shares issued were issued with shareholder approval. This effectively restores the Company's 15% placement capacity.

The Company seeks this ratification in order to restore the Company's 15% placement capacity. Ratification provides the Company with flexibility in capital management.

The following information is provided to Shareholders for the purposes of Listing Rule 6.25;

- (i) The total number of ordinary shares issued was 462,667 raising \$110,667.
- (ii) As announced to the NSX on various dates prior to the date of the meeting the following equity securities have been issued;

Date of Issue	Equity Security	Number Issued	Issue Price	Term
31 December 2010	Ordinary Shares	120,000	\$0.35	Pari passu with shares already on issue.
31 December 2010	Ordinary Shares	50,000	\$0.20	Pari passu with shares already on issue.
23 June 2011	Ordinary Shares	106,000	In consideration of loan facility	Pari passu with shares already on issue.
4 August 2011	Ordinary Shares	66,667	\$0.25	Pari passu with shares already on issue.
28 October 2011	Ordinary Shares	120,000	\$0.35	Pari passu with shares already on issue



- (iii) The Shares have been issued on the same terms as the Company's existing Shares. The issued securities will rank equally in all respects with the shares already on issue;
- (iv) The Shares were allotted to various professional and sophisticated investors. No shares were issued to any related parties or associates of the Company;
- (v) The Company successfully applied for listing of the 462,667 shares; and
- (vi) The Company has used the funds raised from these share placements to facilitate the progress of the Company's existing projects, and to provide general working capital for the Company.

Name and Address

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

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Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.30 am MONDAY 28 NOVEMBER 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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 in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 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 not later than 48 hours before the commencement of the meeting at **10.30 am on Monday, 28 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry –Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

MERIDIEN CAPITAL LTD

<Address 1>

<Address 2>

<Address 3>

<Address 4>

<Address 5>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Meridien Capital Ltd** and entitled to attend and vote hereby appoint

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the Chairman of
the Meeting
(mark with an
'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Company Limited to be held on Level 29, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000 on Wednesday the 30 of November 2011 at 10.30 am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolutions [n] & xx, please mark this box. *By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, 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 resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.*

The Chair will vote all undirected proxies in favour of resolution [n]

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Kevin Good as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the Issue of 462,667 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011