



(ACN 000 317 251)

NOTICE OF EXTRAORDINARY GENERAL MEETING

AND

**EXPLANATORY MEMORANDUM
TO SHAREHOLDERS**

A PROXY FORM IS ENCLOSED

Date of Meeting
20 January 2012

Time of Meeting
10.30 am AEST

Place of Meeting
QT Gold Coast,
Gold Coast Highway (Corner Staghorn Avenue),
Surfers Paradise, Queensland.

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

Due to other commitments the meeting will address the resolutions only and it is not planned that the directors will be available after the meeting for discussions with the attendees.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the members of CuDeco Limited ABN 14 000 317 251 ("the Company") will be held on 20 January 2012 at 10.30 a.m. at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Ratification of Prior Share Issue

"That, in accordance with ASX Listing Rule 7.4, and for all other purposes, shareholders ratify the previous issue of 23,977,000 fully paid ordinary shares (**Shares**) on 6 December 2011 to New Apex Asia Investment Limited (**New Apex**) on the terms and conditions as set out in the explanatory Memorandum forming part of the Notice of this Extraordinary General Meeting."

Voting Exclusion Statement

The Company will disregard any vote cast by:-

- (a) *New Apex; and*
- (b) *any associate of New Apex.*

However, the Company need not disregard a vote if:-

- (a). *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*
- (b). *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.*

Resolution 2 – Approval of Share Issue

"That, in accordance with ASX Listing Rule 7.1, and for all other purposes, the Company be authorised to issue 8,000,000 Shares to clients of Azure Capital Limited (**Placees**) on the terms and conditions as set out in the explanatory Memorandum forming part of the Notice of this Extraordinary General Meeting."

Voting Exclusion Statement

The Company will disregard any vote cast by:-

- (a) *any Placee; and*
- (b) *any associate of any Placee.*

However, the Company need not disregard a vote if:

- (a). *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*
- (b). *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.*

BY ORDER OF THE BOARD

B. J. Bamonte
Company Secretary
19 December 2011

Members who do not plan to attend the Meeting are encouraged to complete and return a proxy form.

CUDECO LIMITED
ACN 000 317 251
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of CuDeco Limited ("CuDeco" or the "Company") in connection with the business to be conducted at the Company's Extraordinary General Meeting to be held on 20 January 2012 at 10.30 a.m. at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

1. Resolution 1 - Ratification of Prior Share Issue

On 17 November 2011 the Company announced that it entered into a formal placement agreement to allow for New Apex Asia Investment Limited (**New Apex**) to subscribe to the placement of 23,977,000 fully paid ordinary shares (**Shares**) in Cudeco at a share price of \$3.60 per Share, raising a total of \$A86,317,200 before costs.

The share issue was completed on 06 December 2011.

Regulatory Requirements

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new shares equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company during any 12 month period. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to New Apex from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 1

For the purposes of ASX Listing Rule 7.5 information is provided as follows:-

- (i) The number of Shares issued was 23,977,000 shares.
- (ii) The issue price of the shares was \$3.60.
- (iii) The Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing quoted shares.
- (iv) The Shares were issued to New Apex Asia Investment Limited on 06 December 2011.
- (v) The funds raised from the Share issue will be used to fund the costs of the Rocklands Copper Project mine development including acquisition of plant and equipment, for continuing exploration on the Company's mineral prospects, and for general working capital, including corporate overheads and administration costs.

A voting exclusion statement is included in the Notice.

2. Resolution 2 – Approval of Share Issue

On 8 December 2011 the Company announced that it entered into a formal placement agreement to allow for certain clients of Azure Capital Limited (**Placees**) to subscribe to the placement of 8,000,000 Shares in Cudeco at an issue price of \$4.00 per Share, raising a total of \$A32,000,000 before costs.

The issue of the 8,000,000 Shares will be made pursuant to a Prospectus to be issued by the Company pursuant to the *Corporations Act* (**Prospectus**), to be lodged early in 2012.

Resolution 2 seeks approval by shareholders pursuant to ASX Listing Rule 7.1 of this new securities issue.

Specific Information required by ASX Listing Rule 7.3 with respect to Resolution 2

For the purposes of ASX Listing Rule 7.3 information is provided as follows:-

- (i) 8,000,000 ordinary fully paid shares will be issued to raise a total of up to \$A32,000,000.
- (ii) The issue price of the Shares will be \$4.00 per Share.
- (iii) The Shares to be issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing quoted shares.
- (iv) The allottees of the New Securities Issue will be
 - a. As to 7,500,00 Shares, M & G Investments Limited; and
 - b. As to 500,000 Shares, The Red Fort Partnership Limited.The allottees are not related parties of the Company.
- (v) The funds raised from the share issue will be used to fund the costs of the Rocklands Copper Project mine development including acquisition of plant and equipment, for continuing exploration on the Company's mineral prospects, and for general working capital, including corporate overheads and administration costs.
- (vi) The Shares will be issued on completion of the placement agreement with the Placees, and subject to the issue of (and pursuant to) the Prospectus, but in any event will be issued within 3 months after the date of the Extraordinary General Meeting.

A voting exclusion statement is included in the Notice.

3. PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X (3) of the Corporations Act 2001, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office: UNIT 34, BRICKWORKS ANNEX
19 BROLGA AVENUE
SOUTHPORT, QUEENSLAND 4215

Facsimile Number: (61 7) 5503 0288

Postal Address: P O Box 1044
SOUTHPORT, QUEENSLAND 4215

Each member entitled to vote at the Meeting has the right to appoint a proxy to attend and vote at the Meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 7.00pm AEST on 17 January 2012 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

Members who do not plan to attend the Meeting are encouraged to complete and return a proxy form.

The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

CuDeco Limited (ACN 000 317 251)
PROXY FORM

Appointment of Proxy

I/We being a shareholder of CuDeco Ltd and entitled to attend and vote hereby appoint

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 shareholder) 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 to act generally at the meeting 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) at the extraordinary general meeting of CuDeco Limited to be held on 20 January 2012 and at any adjournment of that meeting.

By providing this Proxy, you acknowledge that the Chairman (as the default proxy, if you have not named someone else) may exercise your proxy even if he has an interest in the outcome of those resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. **The Chairman of the Meeting intends to vote any such undirected proxies in FAVOUR of all those resolutions.**

Voting directions to your proxy – please mark to indicate your directions

Resolution 1 – Ratification of Prior Share Issue to New Apex

For Against Abstain*

Resolution 2 – Approval of issue of Shares

For Against Abstain*

** 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.*

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

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: ___/___/20

How to complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 shareholder of the Company. Do not write the name of the Company or your name in the space.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares 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 shares 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.

3 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 share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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.

4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, each of the holders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney document with the registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate shareholder or proxy is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 10.30 am 18 January 2012, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON: Registered Office – Unit 34, Brickworks Annex,
19 Brolga Avenue,
Southport, Queensland 4215

BY MAIL: Registered Office – P O Box 1044, Southport, Queensland 4215

BY FAX: (61 7) 5503 0288
