

ABN 22 080 933 455

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

A PROXY FORM IS ENCLOSED

Date of Meeting 23 November 2007

Time of Meeting 10.30am (Perth time)

Place of Meeting

City West Function Centre 45 Plaistow Mews, City West Centre, West Perth, Western Australia

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.



ABN 22 080 933 455

Notice of annual general meeting

Notice is given that the 2007 annual general meeting of the Company will be held at: City West Function Centre, 45 Plaistow Mews, City West Centre, West Perth, Western Australia on 23 November 2007 at 10.30am (Perth time).

AGENDA

Business

Financial report

To receive and consider the financial report of the Company and the reports of the Directors and auditors for the year ended 30 June 2007.

Resolution 1 – Remuneration Report

The Company's board is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

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

"That the Remuneration Report for the year ended 30 June 2007 be adopted."

Resolution 2 – Re-election of Irvin (Mick) Graham Muir

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

"That Irvin (Mick) Graham Muir, being a director of the company who retires by rotation under rule 7.1(d) of the Company's constitution, and being eligible, is re-elected as a director of the Company."

Resolution 3 – Re-election Ian John Kowalick

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

"That lan John Kowalick, being a director of the company who retires by rotation under rule 7.1(d) of the Company's constitution, and being eligible, is re-elected as a director of the Company."

Resolution 4 – Election of Stephen Ward

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

"That Stephen Ward, having been appointed as a director of the company since the last annual general meeting and who retires under rule 7.1(c) of the company's constitution and being eligible, is elected as a director of the company."

Resolution 5 – Election of Terry Jackson

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

"That Terry Jackson, having been appointed as a director of the company since the last annual general meeting and who retires under rule 7.1(c) of the company's constitution and being eligible, is elected as a director of the company."

1



Special Business

Resolution 6 – Approval of the Plan

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

"That, for the purposes of Exception 9 in Listing Rule 7.2 of the Listing Rules of Australian Stock Exchange Limited and for all other purposes, the shareholders of the Company approve the Arafura Resources Limited Option Plan, a summary of which is set out in the Explanatory Statement accompanying this Notice."

Resolution 7 – Non-executive director remuneration

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

"That approval be given under Australian Stock Exchange Listing Rule 10.17 to increase the maximum aggregate amount available for remuneration of non-executive directors by \$450,000 to \$750,000 per annum, to be apportioned by the directors at their discretion."

Other business

To deal with any other business which may be brought forward in accordance with the Company's constitution or the Corporations Act.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Capitalised terms which are not defined in this Notice of Meeting and Explanatory Memorandum are defined in Annexure A to the Explanatory Memorandum.

Entitlement to vote

Snapshot date

It has been determined that in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the annual general meeting, Company Shares will be taken to be held by the persons who are the registered holders at 5.00 pm WDST on 21 November 2007. Accordingly, Company Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting exclusion – Resolutions 6, 7

The company will disregard any votes cast on:

- resolution 6 by a director of the entity (except one who is ineligible to participate in the Plan) and any of their associates;
- resolution 7 by a director of the Company and any of their associates;

unless the vote is cast in the following circumstances:

- by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received at the Company's registered office:

The Company Secretary Arafura Resources Limited Level 4, 16 St Georges Terrace PERTH WA 6000

OR by facsimile: (08) 9221 7966 (Australia) or + 61 8 9221 7966 (International)

by no later than 10.30am (Perth time) on 21 November 2007.

By Order of the Board

Dated: 12 October 2007

Gavin Lockyer Company Secretary



ABN 22 080 933 455

Explanatory memorandum to shareholders

Introduction

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming annual general meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. Please refer to Annexure A of this Explanatory Memorandum for definitions of capitalised terms in this Notice of Meeting and Explanatory Memorandum.

Business

1 Financial Report

The Corporations Act requires the following reports in respect of the year ended 30 June 2007 to be laid before the annual general meeting:

- (a) the reports of the Directors and auditors; and
- (b) the annual financial report, including the Company's financial statements.

Neither the Corporations Act nor the Company's constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments of the Company's management.

The financial report for consideration at the meeting will be the full financial report. Each shareholder is sent the full financial report as part of the Annual Report.

Also, a reasonable opportunity will be given to the Company's shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2 Resolution 1 – Remuneration Report

The Remuneration Report of the Company for the financial year ending 30 June 2007 is set out in the Directors' Report on pages 35 to 43 of the Company's Annual Report 2007.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non executive Directors and executive employees of the Company.

There will be an opportunity for the Company's shareholders at the meeting to comment on and ask questions about the Remuneration Report. The vote on Resolution 1 will be advisory only and will not bind the Company or the Directors. However, the Directors will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Directors recommend that the Company's shareholders vote in favour of Resolution 1.



3 Resolution 2 - Re-election of Director

Irvin (Mick) Graham Muir retires by rotation in accordance with rule 7.1(d) of the Company's constitution and the provisions of the Corporations Act and, being eligible, offers himself for re-election.

The experience, qualifications and other information about Irvin Muir appear below:

Irvin Muir is a Western Australian businessman with 30 years experience in the mining industry. He is an economics graduate and has worked in the securities industry and for the Western Australian Chamber of Mines in Kalgoorlie.

Former directorships in last 3 years: Mr Muir was previously Managing Director of Mt Martin Goldmines NL and Noble Resources NL.

The Directors (excluding Irvin Muir) recommend that the Company's shareholders vote in favour of Resolution 2.

4 Resolution 3 - Re-election of Director

lan John Kowalick retires by rotation in accordance with rule 7.1(d) of the Company's constitution and the provisions of the Corporations Act and, being eligible, offers himself for re-election.

The experience, qualifications and other information about lan Kowalick appear below:

lan Kowalick has qualifications in science, engineering, economics and finance. In the private sector, he has worked in technical and project consulting, economic and business analysis for resource companies, banking and investment. From 1995 to 2000, he held the most senior management position in the South Australian public sector, providing him with an extensive understanding of government relations and the management of their regulatory and planning requirements. He has been Chairman of Arafura's audit committee since 2004.

Other current directorships in last 3 years: Mr Kowalick is currently a director and consultant on business strategy and development. At present, he is Chairman of Playford Capital Ltd and the State Opera of South Australia, a councillor of the University of Adelaide, a member of the board of the Adelaide Festival Centre Trust and a director of the Land and Water Repair Company Pty Ltd.

The Directors (excluding lan Kowalick) recommend that the Company's shareholders vote in favour of Resolution 3.

5 Resolution 4 – Election of Stephen Ward

Stephen Ward was appointed a director since the last annual general meeting. Under rule 7.1(c) of the Company's constitution, he only holds office until this meeting and therefore offers himself for election.

The experience, qualifications and other information about Stephen Ward appear below:

Dr Ward's initial degree was a Bachelor of Science (Hons) from the University of Nottingham in Chemistry. Further studies include a PhD in Physical Chemistry and Dr Ward is a graduate of the Australian Institute of Company Directors.

Stephen (Steve) Ward has over 30 years experience in the chemical, mining and minerals processing industries. Steve gained 20 years broad experience with titanium pigment producer Tioxide Group Ltd (now Huntsman Pigments). Another seven years of experience was with a publicly listed mineral sands producer. Steve has also been president of a US mining and processing operation. He is a graduate of the Australian Institute of Company Directors.

The Directors (excluding Stephen Ward) recommend that the Company's shareholders vote in favour of Resolution 4.



6 Resolution 5 – Election of Terry Jackson

Terry Jackson was appointed a director since the last annual general meeting. Under rule 7.1(c) of the Company's constitution, he only holds office until this meeting and therefore offers himself for election.

The experience, qualifications and other information about Terry Jackson appear below:

Terry Jackson is a Western Australian Industrialist, with a substantial, diverse share portfolio. His private, group of companies, has interests in innovative manufacturing, intellectual property, import-export, commercial and residential property, property development and wine making.

With an electronic engineering background, he worked for seven years in the communication industry, thereafter for seven years in management sales and service of industrial and scientific research equipment. Self employed for thirty-eight years he has travelled and traded with many major overseas corporations including a research partnership with Exxon, Toyota, Johnson Controls and Austrian Steel.

He is a Foundation Fellow of the Australian Institute of Company Directors, a Knight in the Order of Saint Lazarus of Jerusalem, a recipient of the Australian Centenary Medal, and a Member of The Order of Australia for his contributions to the arts, the church, industry and international trade.

The Directors (excluding Terry Jackson) recommend that the Company's shareholders vote in favour of Resolution 5.

7 Resolution 6 - Approval of the Plan

The Company's Option Plan was approved by shareholders for the purposes of exception 9(b) of Listing Rule 7.2 on 11 July 2005. Accordingly, the Company seeks shareholder approval of the Plan under exception 9(b) of Listing Rule 7.2 again in order to allow the Company to continue to issue Options under the Plan without limiting the ability of the Company to issue securities under Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue securities if the securities will in themselves or when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period, unless such an issue of securities falls within one of the exceptions set out in Listing Rule 7.2.

Exception 9(b) of Listing Rule 7.2 provides that equity securities may be issued under an employee incentive scheme that has been approved by shareholders for that purpose within the last three years.

The purpose of the Plan is to give employees, directors and executive officers of the Company an opportunity, in the form of options, to subscribe for Shares in the Company. The Directors consider the Plan enables the Company to retain and attract skilled and experienced employees, board members and executive officers and provide them with the motivation to make the Company more successful.

The Company has issued 7,500,000 Options under the Plan since 11 July 2005, being the date the Plan was last approved by shareholders:

A summary of the term of the Plan is set out in Annexure B.



8 Resolution 7 – Non-executive director remuneration

The maximum aggregate sum for the remuneration of non-executive directors is currently \$300,000.

The Board seeks shareholder approval to increase the maximum aggregate amount available for remuneration of non-executive directors by \$450,000 to \$750,000 per annum.

The increase in the maximum aggregate amount will allow for inflation and also will facilitate the future appointment of appropriately skilled and experienced directors should the need arise.

As each of the directors has a personal interest in the proposed resolution 7, the directors decline to make any recommendation as to how shareholders should vote on this resolution.



Annexure A – Definitions

The meanings of capitalised terms used in this Notice of Meeting and Explanatory Memorandum are set out below:

ASIC	means the Australian Securities and Investments Commission.	
ASX	means ASX Limited.	
Company	means Arafura Resources Limited ABN 22 080 933 455.	
Corporations Act	means the Corporations Act 2001 (Cth).	
Directors	means the directors of the Company.	
Plan	means the Arafura Resources Limited Option Plan.	
Option	means an option to acquire one Share in the Company.	
Remuneration Report	means the report commencing on page 35 of the Company's Annual Report 2007.	
Share	means a fully paid ordinary share issued in the capital of the Company.	



Annexure B – Summary of Rules of the Plan

Participants in the Plan

The Board may, at its absolute discretion, invite persons ("Participants") who are full-time or part-time employees (including executive directors) and non executive directors of the Company or any subsidiary to apply for a specified number of options.

Upon receipt of such an invite, a Participant may apply for all or part of the number of options specified in the invitation.

Unless the Board determines otherwise, no payment is required for a grant of options.

Grant of Options

Upon receiving a signed application for options, the Board may in its sole discretion and only where the Participant remains an employee or non-executive director of the Company, grant the options to the Participant on the terms set out in the Plan and upon such additional conditions as the Board determines.

Options can only be transferred with the Board's consent or by force of law.

The Board must ensure that every issue of options complies with any applicable legislation and the Listing Rules, and that all approvals as are required are obtained prior to the issue.

Exercise of options

The options may be exercised in the form or manner determined by the Board, and except as provided otherwise in the Plan rules, are only capable of being exercised where the exercise conditions (if any) have been met.

Circumstances where options are capable of being exercised notwithstanding the fact that exercise conditions may not have been met include the death of the option holder, if the option holder ceases to be an employee or non-executive director of the Company, or where there is a takeover, compromise or arrangement affecting the Company.

If, in the opinion of the Board, an optionholder acts fraudulently or dishonestly or in breach of their obligations to the Company, then the Board may deem any unexercised options of the optionholder to have lapsed.

An unexercised option will lapse upon the first to occur of:

- any expiry date specified by the Board;
- the option lapsing on the purported transfer of the option other than in accordance with the Plan rules;
- the option lapsing in accordance with the rules relating to the death of the optionholder, their cessation as an employee or nonexecutive director of the Company or for fraudulent or dishonest actions;
- the option lapsing in accordance with the Plan rules relating to a takeover, scheme or winding up affecting the Company ;
- the failure to meet the option's exercise condition in the prescribed period; or
- the 10 year anniversary of the date the option was granted.



Issue of shares

The Company will issue or procure the transfer of the number of shares in respect of which an option has been exercised within 15 days of that exercise. All Shares allotted on exercise of options will rank equally with other ordinary shares of the Company. There are no transfer restrictions on Shares allotted under the Plan, unless the sale by the holder of the Shares issued on exercise of the options would require a disclosure document.

Quotation of options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of options.

Takeover, scheme of arrangement and winding up

If pursuant to a takeover bid:

- an offeror and its associates who previously had voting power of less than 50% in the Company obtain voting power of more than 50%; or
- an offeror and its associates who previously had voting power of more than 50% increase their voting power,
- the Board must notify each optionholder of the success of the takeover bid, and the notice must inform the optionholder that their options must be exercised within 30 days of the date of the notice otherwise they will lapse.

Likewise, the Board may, in its absolute discretion, permit the exercise of the options upon certain occurrences including a compromise, scheme of arrangement, selective capital reduction or winding up involving the Company.



Future Issues of Shares

Bonus Issues

If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("Bonus Issue"), each optionholder shall be entitled to have issued to him upon exercise of any of those options the number of Shares which would have been issued under the Bonus Issue to a person registered as holding the same number of Shares as that number of Shares to which the optionholder may subscribe pursuant to the exercise of those options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The Bonus Shares will be paid by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue rank pari passu in all respects with the other Shares issued upon exercise of the options.

Rights Issue

If shares are offered on a pro rata basis to Shareholders by way of a rights issue during the currency of and prior to exercise of options, the exercise price of each option will be adjusted in accordance with the Listing Rules.

Reorganisation

In the event of any reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any options, the number of options to which each optionholder is entitled or the exercise price of his or her options or both or any other terms will be reconstructed in a manner provided for in the Listing Rules.

Amendments

The Board may at any time by resolution amend or add to the provisions of the Plan, or the terms and conditions of any option granted under the Plan. However, without the consent of optionholders, no amendment can be made which reduces the rights of the optionholder in respect of that option, other than in the very limited circumstances set out in the Plan.

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PROXY FORM

The Company Secretary
Arafura Resources Limited
Level 4, 16 St George's Terrace
Facsimile: (08) 9221 7966 (Australia)
or +618 9221 7966 (international)
PERTH WA 6000
/We (name of shareholder)
of (address)
being a member/members of Arafura Resources Limited APPOINT
name)
of (address)
and/or failing him(name)
of (address)

or failing that person then the Chairman of the annual general meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 23 November 2007 at 10.30 (Perth time) at the City West Function Centre, 45 Plaistow Mews, City West Centre, West Perth, Western Australia and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1:	Remuneration Report			
Resolution 2:	Re-election of Mr Muir			
Resolution 3:	Re-election of Mr Kowalick			
Resolution 4:	Election of Dr Ward			
Resolution 5:	Election of Mr Jackson			
Resolution 6:	Approval of the Plan			
Resolution 7:	Increase in Directors fees			

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this 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 the interest. The Chairman intends to vote in favour of all of the resolutions.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

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

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This Proxy is appointed to represent_	$_\%$ of my voting right, or if 2 proxies are appointed Proxy 1 represents
% and Proxy 2 represents% o	f my total votes.

Note, if a specific proportion of the shareholder's voting rights is not specified then each proxy may exercise half of the shareholder's voting rights.

My total voting right is ______shares

Signed this ______ day of _____ 2007

By: Individuals and joint holders

Companies (affix common seal if appropriate)

١Q

Signature

Director/Sole Director and Sole Company Secretary

Signature

Director/Secretary



INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.

2. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.

3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the Company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.

4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.

5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, that is by 10.30am on 21 November 2007 by post or facsimile to the respective addresses stipulated in this proxy form.

6. If a person present at a general meeting represents personally or by proxy, attorney or representative more than one member, on a show of hands the person is entitled to one vote only even though he or she represents more than one member.

7. A joint holder may vote at a meeting either personally or by proxy, attorney or representative as if that person was the sole holder. If more than one joint holder tenders a vote in respect of the relevant shares, the vote of the holder named first in the register who tenders a vote, whether in person or by proxy, attorney or representative, must be accepted to the exclusion of the votes of the other joint holders.

8. Unless the proxy form provides differently, the proxy has the same rights to speak, demand a poll, join in demanding a poll or act generally at the meeting as the member would have had if the member was present.

9. Unless otherwise provided in the proxy form, an appointment will be taken to confer authority:

- (a) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, to do any of the following acts:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting; and
- (b) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.

10. It is the Chairman's intention to vote in favour of the resolutions.

