

# **GOLDSTREAM MINING NL**

A.B.N. 67 009 129 560

## **NOTICE OF ANNUAL GENERAL MEETING**

### **EXPLANATORY MEMORANDUM**

**AND**

### **PROXY FORM**

#### **DATE AND TIME OF MEETING**

30 November 2005 at 5:00 pm

#### **PLACE OF MEETING**

Meeting Room  
Holiday Inn  
Burswood Entertainment Complex  
Great Eastern Highway  
Burswood WA 6100

**GOLDSTREAM MINING NL**  
**ABN 67 009 129 560**

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
PROXY FORM**

Notice is hereby given that the Twenty first Annual General Meeting of members of the Company will be held at 5.00pm on Wednesday 30 November 2005, at The Meeting Room, Holiday Inn, Burswood Entertainment Complex, Great Eastern Highway, Burswood, WA

**BUSINESS**

**1. Financial Statements and Reports**

To receive and consider the consolidated financial statements, of the Company and its controlled entities and the reports of the directors and auditor for the financial year ended 30 June 2005.

**2. Election of Director**

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

- 2.1 That Mr Terrence A Robson retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, is re-elected a director of the Company.

**3. Remuneration Report**

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

That the Remuneration Report for the year ended 30 June 2005 be adopted.

**4. Ratification of Previous Issue of Shares**

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

- 4.1 That pursuant to and in accordance with Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited, the shareholders approve and ratify the prior issue and allotment by the Company of 4,600,000 ordinary fully paid shares to institutional and sophisticated clients of D J Carmichael Pty Limited on 23 February 2005.

- Note 1: Goldstream will disregard any votes cast on this resolution by any person who participated in that issue and any of their associates.

However, Goldstream 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; and
- 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.

#### **BY ORDER OF THE BOARD**



**GJ WALLACE**  
**Company Secretary**

Dated at PERTH this 18<sup>th</sup> day of October 2005.

#### **VOTING BY PROXY:**

A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").

Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Level 2, 28-42 Ventnor Avenue, West Perth, Western Australia or by fax to (+61 8) 9486 8699. Alternatively, you may photocopy the enclosed form.

A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, **not less than 48 hours before** the time for commencement of the meeting. Please send by post to PO Box 1784, West Perth, Western Australia 6872 or by fax to (+61 8) 9486 8699.

The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.

Corporate security holder will be required to complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend on their behalf. A form of this Certificate may be obtained from the Company's share registry.

The time nominated by the Board for the purpose of determining the voting entitlements at the meeting is 5:00pm Perth time on 28 November 2005.

## **Explanatory Memorandum to Shareholders to Accompany Notice of Annual General Meeting**

### **Introduction:**

The memorandum has been prepared for the information of shareholders in Goldstream Mining NL in connection with the Annual General Meeting to be held on 30 November 2005 at 5:00pm WST.

### **Item 1**

#### **To receive and consider the financial statements and reports for the year ended 30 June 2005.**

To discuss the Company's financial statements and reports for the year ended 30 June 2004. The Annual Report 2004 has been sent to all shareholders and will be tabled at the meeting. There is no legal requirement for a formal resolution to accept the financial statements and reports.

#### **Resolution 2.1 - To Re-elect Terrence Robson as a Director.**

Mr Robson has been involved in the accounting profession for over thirty years and in practice for the last twenty five years. He has considerable experience in financial and secretarial matters. Mr Robson is chairman of the audit committee, and has not held a directorship in any other listed entity in the past three years.

Mr Robson retires as a Director by rotation in accordance with Clause 13.2 of the Company's Constitution and, being eligible seeks re-election.

#### **Resolution 3.1 - Adoption of Remuneration Report.**

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP 9) requires that a resolution be put to the members to adopt the remuneration report as disclosed in the directors' report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the remuneration report during the meeting.

#### **Resolution 4.1 – Ratification of Previous Issue of Shares**

This resolution seeks the approval and ratification by the shareholders of the placement of 4,600,000 fully paid ordinary shares in the capital of Goldstream to institutional and sophisticated clients of D J Carmichael Pty Ltd on 23 February 2005 at 35 cents per share. The amount raised was \$1,610,000. The funds raised will provide Goldstream with additional working capital and in particular will be used to accelerate exploration at the Company's 100% owned Mt Woods project area in South Australia. The approval and ratification sought is in accordance with Listing Rule 7.4 of the Listing Rules of the ASX for the purpose of effectively reinstating the maximum limit under Listing Rule 7.1 of the Listing Rules of the ASX of the number of securities that the Company may issue in any twelve (12) month period without the necessity of shareholder approval.

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# GOLDSTREAM MINING NL

ABN 67 009 129 560

## PROXY FORM

I/We (name of shareholder).....of (address).....  
.....being a member/members of  
Goldstream Mining NL HEREBY APPOINT (name).....of  
(address).....or failing him  
(name).....of (address).....

or failing that person then the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 30 November 2005 and at any adjournment thereof. My/our Proxy is also authorised to agree on my/our behalf that the meeting is duly convened notwithstanding that less than the requisite period of notice may have been given.

If you do not wish to direct your proxy how to vote, please place a mark in the box

*By marking this box you acknowledge that the Chairman (if he is appointed your proxy) 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 that interest.*

*It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies.*

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

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

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 2.1 To re-elect Mr Terrence Robson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.1 To ratify the previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

Dated

2005.

This Proxy is appointed to represent \_\_\_\_\_% of my voting right.

My total voting right is \_\_\_\_\_ shares

If the shareholder is an individual:

Signature: \_\_\_\_\_

If the shareholder is a company:

**THE COMMON SEAL** of                    )  
  was                    )  
hereunto affixed by authority of the )  
Directors in the presence of:        )

\_\_\_\_\_  
Director/Sole Director  
Sole Secretary

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Print name:

\_\_\_\_\_  
Print name:

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