



3 Kimberley St. West Leederville, WA 6007
PO BOX 1573 West Perth WA 6872
Telephone 08 9489 7838 Facsimile 08 9489 5375
Email: email@emmersonresources.com.au
Website: www.emmersonresources.com.au
ABN 53 117 086 745

Friday 24th April, 2009

**Company Announcements Office
ASX Limited**

Notice of General Meeting

Please find attached for immediate release the Notice of General Meeting of shareholders

Yours faithfully,
Emmerson Resources Limited

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

Shane Volk
Company Secretary

EMMERSON RESOURCES LIMITED**ABN 53 117 086 745****NOTICE OF GENERAL MEETING**

TIME: 2:00 pm (WST)

DATE: 28 May 2009

PLACE: City West Function Centre
City West Centre
45 Plaistowe Mews
WEST PERTH WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9381 7838.

CONTENTS

Notice of General Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	9
Schedule 1 – Terms and Conditions of Options	10

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Emmerson Resources Limited which this Notice of Meeting relates to will be held at 2:00 pm (WST) on 28 May 2009 at:

City West Function Centre
City West Centre
45 Plaistowe Mews
WEST PERTH WA 6005

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

If you are unable to attend the meeting in person and wish to vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Computershare Investor Services, GPO Box 242 Melbourne Vic. 3001; or
- (b) send the proxy form by facsimile to Computershare Investor Services on facsimile number 1 800 783 447 within Australia, or International + 61 3 9473 2555.

so that it is received not later than 2:00 pm (WST) on 26 May 2009.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Emmerson Resources Limited will be held at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia at 2:00 pm (WST) on 28 May 2009.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 26 May 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF SHARE PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 22,610,000 Shares to Ivanhoe Australia Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

2. RESOLUTION 2 – RATIFICATION OF OPTION ISSUE

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 7,900,000 Options to Ivanhoe Australia Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

3. RESOLUTION 3 – ISSUE OF OPTIONS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 20,000,000 Options to Ivanhoe Australia Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

4. RESOLUTION 4 – RE-ELECTION OF NOMINATED DIRECTOR – MR PETER REEVE

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, subject to his appointment as a director of the Company, Mr Peter Reeve, retires, and being eligible, is re-elected as a Director.”

DATED: 24th APRIL 2009

BY ORDER OF THE BOARD



**SHANE VOLK
COMPANY SECRETARY
EMMERSON RESOURCES LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia at 2:00 pm (WST) on 28 May 2009.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

1. RESOLUTION 1 – RATIFICATION OF SHARE PLACEMENT

1.1 General

As announced to ASX on 16 April 2009, Emmerson has entered into an agreement (**Subscription Agreement**) for the placement to Ivanhoe Australia Limited (**Ivanhoe**) of:

- (a) 22,610,000 Shares at 13 cents per Share to raise \$2,939,300; and
- (b) 27,900,000 Options exercisable at 20 cents each on or before 1 June 2011.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 22,610,000 Shares. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Ivanhoe is not a related party of the Company.

1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 22,610,000 Shares were allotted and issued on 17 April, 2009;
- (b) the issue price was \$0.13 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Ivanhoe Australia Limited; and

- (e) the funds raised from this issue will be applied towards exploration and evaluation of the Company's projects at Tennant Creek in the Northern Territory.

2. RESOLUTION 2 – RATIFICATION OF OPTION ISSUE

2.1 General

Under the Placement, 7,900,000 Options were issued to Ivanhoe Australia Limited on 17 April, 2009 within the Company's existing 15% annual placement capacity.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 7,900,000 Options issued to Ivanhoe.

A summary of ASX Listing Rule 7.4 is set out in Section 1.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 7,900,000 Options were allotted and issued;
- (b) the Options were issued for nil cash consideration;
- (c) the Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Options were issued to Ivanhoe Australia Limited; and
- (e) the Options were issued as part of the Placement to Ivanhoe. No funds were raised from the issue of the Options.

3. RESOLUTION 3 – ISSUE OF OPTIONS

3.1 General

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the allotment and issue of 20,000,000 Options to Ivanhoe under the Placement.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 3 will be to allow the Directors to issue the Options pursuant to the Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of Securities to be issued is 20,000,000 Options;
- (b) the Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the ASX Listing Rules) and it is intended that allotment and issue of the Options will occur on one and the same date;

- (c) the Options will be issued for nil consideration as part of the Placement to Ivanhoe. Accordingly, no funds will be raised from the issue of the Options;
- (d) the Options will be allotted and issued to Ivanhoe Australia Limited (or its nominee);
- (e) the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) the Company intends to use the funds raised from the conversion of the Options for exploration and evaluation of the Company's projects at Tennant Creek in the Northern Territory.

4. RESOLUTION 4 – RE-ELECTION OF NOMINATED DIRECTOR – MR PETER REEVE

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution, which is 9.

Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election.

Pursuant to the Subscription Agreement, Ivanhoe is entitled to nominate one representative to the Board of the Company following the issue of the Shares under the Placement. Ivanhoe will nominate Mr Peter Reeve, the Managing Director and CEO of Ivanhoe, to the Board of Emmerson.

Pursuant to the Subscription Agreement, Emmerson must appoint Mr Reeve as a non-executive director of the Company within 10 business days of receipt of a nomination and consent to act as a director.

Subject to his appointment as a director, Mr Reeve will retire in accordance with clause 13.4 of the Constitution and being eligible, seeks re-election.

The Board of Emmerson is delighted to welcome Peter Reeve as a director of the Company.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company or **Emmerson** means Emmerson Resources Limited (ABN 53 117 086 745).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Ivanhoe means Ivanhoe Australia Limited (ABN 20 107 689 878).

Notice of Meeting means this notice of general meeting including the Explanatory Statement.

Option means an option to acquire a Share on the terms and conditions set out in Schedule 1.

Placement means the placement of 22,610,000 Shares and 27,900,000 Options to Ivanhoe.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Securities means Shares and Options.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Subscription Agreement means the subscription agreement between the Company and Ivanhoe dated 15 April 2009.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

- (a) Each Option entitles the holder to subscribe for one Share in the capital of the Company.
- (b) Application will not be made for Official Quotation of the Options on the ASX.
- (c) The Options are exercisable on or before 1 June 2011 (**Expiry Date**) by completing an Option exercise form and delivering it to the Company's registered office with the exercise monies.
- (d) The Option exercise price is \$0.20 per Share.
- (e) The Options are not transferable, without prior approval of the Board.
- (f) All Shares issued upon exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company will apply for quotation of the Shares on the ASX within 3 business days of the Shares being issued upon exercise of the Options. The Company is not required to provide a notice to ASX under section 708A(6) of the Corporations Act if Options are exercised within 12 months of being issued.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rate issue of Shares or other securities to the holders of Shares in the Company (other than a Bonus Issue as defined in paragraph (i) below).
- (i) If there is a bonus issue (**Bonus Issue**) to the holders of Shares in the Company, the number of Shares over which the Options are exercisable will be increased by the number of Shares which the holder would have received if the Options had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up (if at all) by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other shares of the class on issue as at the date of issue of the Bonus Shares.
- (j) In the event of a reconstruction (including consolidation, subdivision, return, reduction or pro rata cancellation) of the issued capital of the Company prior to the Expiry Date, the number of Options to which each holder is entitled or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the requirements of the Listing Rules which apply at that time.
- (k) The Company will at least 20 Business Days before the Expiry Date of the Options send notices to the Option holders stating the name of the Option holder, the number of Options held and the number of Shares to be issued on exercise of the Options, the exercise price, the due date for payment and the consequences of non-payment.



Emmerson Resources Limited
 ABN 53 117 086 745

000001 000 ERM
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 2.00pm (WST) Tuesday 26 May 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Emmerson Resources Limited hereby appoint

the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 General Meeting of Emmerson Resources Limited to be held at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth WA 6005 on Thursday, 28/05/2009 at 2.00pm (WST) and at any adjournment of that meeting.

Important for Items 1 to 3: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 1 to 3 below, please mark the box in this section. 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 Items 1 to 3 and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 1 to 3 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Ratification of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Nominated Director - Mr Peter Reeve	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____