

Notice of Annual General Meeting and Explanatory Statement

FOR THE
ANNUAL GENERAL MEETING
OF ATTICUS RESOURCES LIMITED
TO BE HELD AT GROUND FLOOR, 168 STIRLING HIGHWAY
NEDLANDS, WESTERN AUSTRALIA
TUESDAY 30 NOVEMBER 2010
COMMENCING AT 11.00 AM (PERTH TIME)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members of Atticus Resources Limited will be held at Ground Floor, 168 Stirling Highway, Nedlands, Western Australia on Tuesday 30 November 2010 commencing at 11.00am, to consider and, if thought fit, to pass the following resolutions:

ORDINARY BUSINESS

To receive and consider the Financial Statements of the Company for the year ended 30 June 2010 and the Reports of the Directors and of the Auditor.

Note: A copy of the Company's 2010 Annual Report, including the Financial Statements and the Reports of the Directors and of the Auditor for the year ended 30 June 2010, may be accessed by visiting the Company's website at www.atticusres.com.au.

1. Remuneration Report

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

"That, for the purposes of Section 250R (2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report contained in the 2010 Annual Report be adopted."

Note: In accordance with section 250R(3) of the Corporations Act 2001, this resolution is advisory only and does not bind the directors or the Company.

2. Re-election of Mr Peter McIntyre as a Director

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

"That Mr Peter McIntyre who retires as a director of the Company in accordance with Clause 13.2 of the Company's Constitution, and being eligible offers himself for re-election, is hereby re-appointed a director of the Company".

OTHER BUSINESS

3. General

To transact any other business as may be brought before the meeting in accordance with the Constitution of the Company, the Corporations Act 2001, or otherwise.

BY ORDER OF THE BOARD



P R Ironside
Company Secretary

26 October 2010
Perth, Western Australia

NOTES

1. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that for the purposes of the Meeting (including determining the identity of those entitled to attend and vote at the Meeting), the shares of the Company will be taken to be held by the persons registered as holding those shares at 5.00 pm (Perth time) on Monday, 29 November 2010.

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11.00 am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- return the proxy form (by post or delivery) to Atticus Resources Limited, Ground Floor, 168 Stirling Highway, Nedlands, WA 6009; or
- send the proxy form by facsimile to the Company on facsimile number (08) 9389 1750 (International: +61 8 9389 1750).

To be effective, a completed proxy form must be received by no later than 11.00 am (Perth time) on Friday, 26 November 2010.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.

Your proxy form is enclosed.

Corporate Representatives

A body corporate that is a shareholder, or that has been appointed as proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company. An "Appointment of Corporate Representative" may be obtained for this purpose from Computershare's website at www.computershare.com.

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the shareholders of Atticus Resources Limited (**Atticus** or the **Company**) in connection with the Annual General Meeting of the Company to be held on Tuesday 30 November 2010 at 11.00am.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that the directors put a resolution to shareholders each year that the remuneration report included in the Annual Report be adopted.

The Remuneration Report is set out in the Company's 2010 Annual Report. The Annual Report is available on the Company's website at www.atticusres.com.au. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of Directors and Senior Executives of the Company;
- details of the remuneration of, and options held by, Directors and Senior Executives of the Company; and
- a summary of the terms of any contract under which any Director or Senior Executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

RESOLUTION 2 – RE-ELECTION OF MR PETER MCINTYRE AS A DIRECTOR

Mr Peter McIntyre retires as a Director of the Company in accordance with the annual retirement by rotation provisions of the Company's Constitution, and offers himself for re-election.

Mr Peter McIntyre has been involved in the mining industry for nearly 26 years, which included 15 years with WMC Ltd in various senior management positions and 7 years as Managing Director of Extract Resources Limited. He has been involved with the development of major projects including St Ives Gold and Mt Keith Nickel, as well as Central Norseman Gold Operations. He has consulted to a number of resource companies and finance groups, advising on corporate structures, capital raisings, acquisitions and strategic alliances, as well as on other strategic, business and operational issues.

Mr McIntyre is a chartered Civil Engineer and a Fellow of the Institution of Engineers, Australia. He also completed an MBA program at the Massachusetts Institute of Technology in Boston.

RECOMMENDATIONS

The directors believe that the above proposals are in the best interests of the Company and (save where otherwise stated) unanimously recommend that shareholders vote in favour of the resolutions to be proposed at the Company's Annual General Meeting.

ENQUIRIES

Shareholders are invited to contact Mr Peter Ironside (Company Secretary) on (08) 9423 5925 if they have any queries in respect of the matters set out in these documents.



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

PROXY FORM

APPOINTMENT OF PROXY

ANNUAL GENERAL MEETING

I/We being a member of Atticus Resources Limited entitled to attend and vote at the Meeting, hereby appoint

the Chairman of the Meeting **OR**

Name of proxy (Leave this box blank if you have selected the Chairman of the Meeting)

or failing the person so named or, if no person is named, the Chairman of the Meeting, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Ground Floor, 168 Stirling Highway, Nedlands, Western Australia on Tuesday 30 November 2010 at 11.00 am (Perth Time) and at any adjournment thereof.

Voting on Business of the Annual General Meeting

| | | FOR | AGAINST | ABSTAIN |
|--------------|----------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Mr Peter McIntyre | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

IMPORTANT

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

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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signed this day of 2010

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. For your Proxy Form to be effective, it must be received by 11.00 am (Perth time) on Friday, 26 November 2010 by one of the following lodgment methods:
 - by post or delivery to Atticus Resources Limited, Ground Floor, 168 Stirling Highway, Nedlands, WA 6009; or
 - by facsimile to the Company on facsimile number (08) 9389 1750 (International: +61 8 9389 1750).
6. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.