

MORNING STAR GOLD NL

ABN 34 003 312 721

Registered Office and Business Office:

Suite 101, Jones Bay Wharf,

26-32 Pirrama Road, Pyrmont, NSW 2009

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Morning Star Gold NL (the Company) will be held at the Company's Business Office located at Suite 101 (Ground Floor), Jones Bay Wharf, 26-32 Pirrama Road, Pyrmont, NSW 2009 on Tuesday 30th November 2010 at 11.00am.

ORDINARY BUSINESS:

1. To receive and consider the Financial Report of the Company and the Directors' Report and Auditors' Report for the year ended 30th June 2010.
2. To adopt the Remuneration Report (which forms part of the Directors' Report) of the Company for the year ended 30th June 2010.
3. To re-elect as a Director of the Company Mr Jeffrey W. Williams who will retire by rotation at the close of the meeting in accordance with clause 50 of the Company's Constitution and, being eligible, offers himself for re-election.
4. To elect as a Director of the Company Mr Peter G. Hepburn-Brown, who was appointed in February 2010 and will retire at the close of the meeting in accordance with clause 48 of the Company's Constitution and being eligible, offers himself for election.

SPECIAL BUSINESS:

Special Resolution 1 – Adoption of new Constitution for Morning Star Gold NL

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

“That, with effect from the date of this meeting, the existing constitution of the Company is repealed and that the constitution in the form tabled at the meeting and initialled by the Chairman for the purposes of identification is adopted as the new constitution of the Company.”

OTHER BUSINESS:

To transact any other business that may be legally brought forward.

NOTES:

VOTING BY PROXY

A member entitled to attend and vote at the meeting has the right to appoint a proxy. A proxy need not be a member of the Company. A member entitled to cast two or more votes at the meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the member's votes. Fractions will be disregarded. A proxy form is enclosed. To appoint two proxies, please copy the attached form and state on each form the number or percentage of voting rights applicable to the relevant proxy.

To be effective for the scheduled meeting, the duly completed proxy form (and any necessary supporting documents), must be received by the Company:

- By delivery or post to its Business Office at Suite 101, Jones Bay Wharf, 26-32 Pirrama Road, Pyrmont, NSW 2009; or
- By facsimile to 02 8569 7499,

By no later than 11.00am (Sydney time), on Sunday 28th November 2010.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

DETERMINATION OF ENTITLEMENTS TO ATTEND AND VOTE AT THE MEETING

The Company has determined, in accordance with the Corporations Regulations 2001 (C'th), that the shares of the Company that are on issue as at 7.00pm (Sydney time) on Friday 26th November 2010 will be taken, for the purposes of the meeting, to be held by the persons who held them at that time. Accordingly, you will be entitled to vote at the meeting if you are a registered member of the Company at 7.00pm (Sydney time) on Friday 26th November 2010.

By Order of the Board of Morning Star Gold NL,

Nicholas M. Garling



Chairman
Sydney
29th October 2010

DETAILS OF RESOLUTION 1:**RECEIPT AND CONSIDERATION OF FINANCIAL, DIRECTORS' AND AUDITORS' REPORTS**

In accordance with the Corporations Act 2001 (C'th), the Financial Report (which includes the financial statements and directors declaration), the Directors' Report and Auditor's Report for the year ended 30th June 2010 will be laid before the Annual General Meeting. There is no requirement either in the Corporations Act 2001 (C'th) or the Company's constitution for shareholders to approve these reports.

Shareholders will be given a reasonable opportunity at the meeting:

- To ask questions and make comments on these reports and on the management of the Company.
- To ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report for the year ended 30th June 2010, accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditor if the question is relevant to the content of the Auditor's Report or the conduct of the audit. Questions for the auditor must be received by no later than Friday 22nd November 2010.

DETAILS OF RESOLUTION 2:**ADOPTING THE REMUNERATION REPORT OF THE COMPANY**

As required by section 250R of the Corporations Act 2001 (C'th), the Directors will present their Remuneration Report for the year ended 30th June 2010 for consideration and adoption by shareholders at the Annual General Meeting. The vote will be advisory only and will not bind the Directors or the Company. The Remuneration Report for the year ended 30th June 2010 forms part of the Directors' Report and is contained in the Company's 2010 Annual Report.

The Remuneration Report contains information about the remuneration of the Directors.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Remuneration Report.

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

DETAILS OF RESOLUTION 3:**RE - ELECTION OF DIRECTOR**

Mr Jeffrey W. Williams will resign at this meeting and seeks re-election.

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

DETAILS OF RESOLUTION 4:**ELECTION OF DIRECTOR**

Mr Peter G. Hepburn-Brown will resign at this meeting and seeks election.

The Directors unanimously recommend that shareholders vote in favour of Resolution 4.

**DETAILS OF SPECIAL RESOLUTION 1:
ADOPTION OF A NEW CONSTITUTION FOR THE COMPANY**

Special Resolution 1 seeks to repeal the Company's existing constitution and to adopt a new Constitution.

The Company's current Articles of Association were adopted on 20 November 1995, and they have not changed since that date.

The constitution (or articles of association), being the rules by which the Company operates, needs to continue to evolve in line with the regulatory environment in which the Company operates. As such, the Board has reviewed the Company's Articles of Association and recommended a number of changes to update the Company's Articles of Association, in particular:

1. The references in the Company's Articles of Association to the "Corporations Law" should be changed to the "Corporations Act".
2. The references in the Company's Articles of Association to certain sections of the Corporations Law should be changed to the applicable sections in the Corporations Act.
3. The Company's Articles of Association should be renamed the Constitution, in line with the terminology used in the Corporations Act.
4. The Company's Articles of Association should refer to the current name of the Company.

As the proposed changes affect a substantial number of provisions under the Company's constitution, it is proposed that the Company adopt a new constitution which incorporates all of the proposed changes. A summary of the proposed new constitution is set out in Appendix A of this Notice of Meeting.

A copy of the Company's existing constitution and the proposed constitution can be obtained before the meeting from the Company Secretary. A copy of the proposed constitution will also be available at the meeting.

Under the provisions of section 136 of the Corporations Act, the repeal of an existing constitution of a company and the adoption of a new constitution by that company require Shareholder approval by way of a special resolution (ie, at least 75% of the votes cast by Shareholders entitled to vote on Special Resolution 1 must be in favour of that Resolution for it to be passed).

Directors' Recommendation: The Board recommends that Shareholders vote in favour of this Resolution. The reason the Board makes this recommendation is that it considers the changes to the Company's constitution are appropriate to ensure the Company's constitution remains up to date. Other than as Shareholders, none of the Directors has an interest in the outcome of this Resolution.

Annexure A: Summary of the Company's new Constitution

Subject to Shareholder approval being obtained at the meeting, the Company will adopt a new constitution (**New Constitution**) with effect from the date of that meeting. The New Constitution is of the kind usually adopted by a public no liability company listed on the ASX.

A summary of the New Constitution is set out below. This summary is qualified by the full terms of the New Constitution (copies of the New Constitution and the existing constitution of the Company can be obtained before the meeting from the Company Secretary) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the New Constitution with statutory, ASX Listing Rules and common law requirements.

(a) Objects

The Company is a no liability company and its sole objects are mining purposes.

(b) General

Subject to the New Constitution and the terms of issue of a Share, attached to each Share is the right to receive notice of any attend and vote at all meetings of Shareholders, to receive dividends, and in a winding up to participate equally in the distribution of assets of the Company subject only to the amounts unpaid on any Share.

(c) Voting

At a meeting of Shareholders, subject to the New Constitution, the Corporations Act and the ASX Listing Rules, on a show of hands each Shareholder present in person or by proxy has one vote. At the taking of a poll, each Shareholder present in person or by proxy has one vote for each fully paid Share, and for each partly paid Share a fraction of a vote equivalent to the proportion which the amount paid (not credited) bears to the total amount paid and payable (excluding amounts credited). A Shareholder is entitled to be counted in a vote only in respect of Shares on which all calls due and payable have been paid.

A resolution put to vote at a meeting must be decided on a show of hands unless a poll is demanded.

(d) General meetings and Notices

A director of the Company may call a general meeting and the directors must call an annual general meeting in accordance with the Corporations Act. The Shareholders may request or call and arrange to hold a general meeting in accordance with the Corporations Act.

Each Shareholder is entitled to, receive notice of, attend and vote at general meetings of the Company and to receive all notices, financial statements and other documents required to be sent to ordinary Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

The quorum for a meeting of Shareholders is 5 Shareholders entitled to vote at the meeting.

(e) Dividends and Share Plans

The Directors may pay to Shareholders any interim and final dividends as they see fit. The Directors may fix the amount, the time for payment and the method of payment.

The Directors may establish and make rules for a dividend reinvestment plan/or a dividend election plan in relation to any dividend payable by the Company. The Directors may declare dividends on a class of Shares to the exclusion of and in different amounts than other classes.

Subject to the Corporations Act, dividends on partly paid shares must not exceed the proportion which the amount paid (not credited) bears to the total amount paid and payable (excluding amounts credited) on that Share.

(f) Issue of Shares

Subject to the New Constitution, the Corporations Act, the ASX Listing Rules and any special rights conferred on holders of existing Shares or a class of Shares, the Directors may issue or otherwise dispose of, or grant options in respect of, shares to such persons on such terms as they think fit. In particular, the Directors may issue shares with preferred, deferred or special rights or restrictions in relation to dividends, voting, return of capital and payment of calls.

The Company may issue preference shares which are or at the option of the Company are to be, liable to be redeemed. Holders of preference shares will only have the right to vote at a meeting convened for the purpose of reducing capital, in certain circumstances upon winding up, where the resolution effects the rights attached to the preference shares, when a dividend on the preference shares are in arrears or on a resolution to approve the terms of a buy-back.

(g) Transfer of Shares

Generally, all Shares in the Company are freely transferable subject to the procedural requirements of the New Constitution, and to the provisions of the Corporations Act, the ASX Listing Rules and the rules of the ASX's Securities Clearing House. The Directors may decline to register an instrument of transfer received where refusal is permitted under the ASX Listing Rules. The Directors must refuse to register the transfer of Restricted Securities (as defined in the New Constitution) during the relevant escrow period (except as permitted by the ASX Listing Rules or the ASX) or any other transfer as required by the ASX Listing Rules. If the Directors decline to register a transfer the Company must give reasons for the refusal.

(h) Proportional Takeover Provisions

The registration of a transfer of Shares which would give effect to a proportional takeover bid is prohibited unless and until an approving resolution approving the proportional takeover bid is passed. The proportional takeover provisions will cease to have effect on the third anniversary of the adoption of the New Constitution, unless renewed.

(i) Small Shareholdings

Subject to the ASX Listing Rules, and compliance with the procedure set out in the New Constitution, the Company may issue a notice of divestment to a Shareholder holding a parcel of non-marketable shares. Unless the Shareholder objects to the divestment, the Company must sell the Shares as agent of the Shareholder with all consideration received by the Company to be paid by the relevant Shareholder.

(j) Winding Up

Subject to the any special rights attaching to a class of shares, if the Company is wound up the liquidator in a winding up may, with the sanction of a special resolution of the Shareholders, divide the assets of the Company among the Shareholders.

(k) Liability of Shareholders

As a no liability company, the Company has no contractual right by virtue of the New Constitution to recover from a member a call in respect of any amount unpaid on the shares of that member if that member fails to pay them.

(l) Variation of rights

The rights attaching to shares may only be varied, modified or cancelled with the prior written consent of at least 75% of the holders of votes in that class or by a special resolution of the holders of shares in that class at a meeting of those holders.

(m) Directors – Appointment, Retirement and removal

The minimum number of Directors is three (3) and the maximum is ten (10). The Directors are not required to hold any Shares.

Directors may be appointed by resolution of the Shareholders at a general meeting. The Directors may appoint a Director either in addition to existing Directors or to fill a casual vacancy, and such Director will hold office until the next annual general meeting.

Directors may only be removed by resolution of the Shareholders at a general meeting.

A Director must retire from office at the end of the third annual general meeting following that Directors last appointment or 3 years, whichever is longer. The requirement to retire does not apply to the Managing Director. If there is more than one Managing Director then the requirement to retire will not apply to just one Managing Director. A retiring Director is eligible for re-election.

(n) Decisions of Directors

The quorum for a meeting of Directors is two. Questions arising at a meeting of Directors are decided by a majority of votes cast by Directors entitled to vote on the resolution. The Chairman has a casting vote.

(o) Alteration to the New Constitution

The New Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at a general meeting. At least 28 days' notice of the meeting at which the special resolution is proposed must be given.
