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WINDY KNOB RESOURCES LIMITED

ACN 122 417 243

NOTICE OF GENERAL MEETING

TIME: 10am (WST)

DATE: Wednesday, 16 April 2008

PLACE: Level 8, Exchange Plaza
2 The Esplanade
PERTH WA 6000

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 (+61 8) 9223 9898.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (WST) on Wednesday, 16 April 2008 at:

Level 8, Exchange Plaza
2 The Esplanade, PERTH WA 6000

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

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Windy Knob Resources Limited, Level 17, Exchange Plaza, 2 The Esplanade, Perth, WA, 6000 or PO Box Z5223, Perth St Georges Tce, WA, 6831; or
- (b) facsimile to the Company on facsimile number (+61 8) 9221 5107,

so that it is received not later than 10am (WST) on Monday, 14 April 2008.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10am (WST) on Wednesday, 16 April 2008 at Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia.

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 of the Company at 10am (WST) on Monday, 14 April 2008.

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

1. RESOLUTION 1 – ISSUE OF VENDOR SHARES

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 3,250,000 Shares to De Beira Goldfields Inc on the terms and conditions set out in the Explanatory Memorandum.”

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, if the Resolution is passed and any associates of those persons.

2. RESOLUTION 2 – ISSUE OF OPTIONS TO KLAUS ECKHOF

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 1,000,000 Options to Klaus Eckhof (or his nominee) 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.

3. RESOLUTION 3 – ISSUE OF OPTIONS TO ANDREW MCILWAIN

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 1,000,000 Options to Andrew McIlwain (or his nominee) 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.

4. RESOLUTION 4 – ISSUE OF OPTIONS TO MICHAEL MONTGOMERY

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 500,000 Options to Michael Montgomery (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

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.

5. RESOLUTION 5 – ISSUE OF OPTIONS TO CORPORATE & RESOURCE CONSULTANTS PTY LTD

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 1,250,000 Options to Corporate & Resource Consultants Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Corporate & Resource Consultants Pty Ltd (or its nominee) or any of its associates.

6. RESOLUTION 6 – RATIFICATION OF PRIOR SHARE 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, the shareholders approve and ratify the allotment and issue of 3,750,000 fully paid ordinary shares in the capital of the Company at an issue price of 30 cents each and on the further terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue of Shares that are the subject of this Resolution and any associates of those persons.

7. RESOLUTION 7 – APPROVAL FOR PLACEMENT 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 3,000,000 Options exercisable at 20 cents on or before 31 December 2009 and on the further terms and conditions set out in the Explanatory Memorandum.”

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, if the Resolution is passed and any associates of those persons.

DATED: 14 MARCH 2008

BY ORDER OF THE BOARD

DAVID PARKER
WINDY KNOB RESOURCES LIMITED
COMPANY SECRETARY

Voting Exclusion Note:

Where a voting exclusion applies, 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.

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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 10am (WST) on Wednesday, 16 April 2008 at Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia.

This 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. BACKGROUND TO TITIRIBI PROJECT

As announced to ASX on 16 January 2008, the Company has entered into a binding terms sheet with De Beira Goldfields Inc (De Beira) (Terms Sheet) pursuant to which the Company agreed to purchase De Beira's right to earn a 65% interest in mineral rights held by Goldplata Resources Sucursal-Colombia in the Titiribi copper and gold project in the district of Antioquia, northern Colombia (Titiribi Project).

The consideration payable by the Company for the acquisition of De Beira's right to earn a 65% interest in the Titiribi Project (Acquisition) is:

- (a) a cash payment of US\$1,000,000 where:
 - (i) US\$790,000 has been paid to Goldplata Mining International Corporation, where such payment will contribute towards the expenditure obligations assumed by the Company in respect of the Titiribi Project;
 - (ii) US\$210,000 is payable to De Beira; and
- (b) the issue and allotment of 3,250,000 Shares to De Beira.

The Acquisition is conditional upon the satisfaction of a number of conditions precedent including the Company obtaining all necessary approvals in accordance with the Corporations Act and ASX Listing Rules to proceed with the transaction contemplated by the Terms Sheet.

Subject to completion of the Acquisition and as part of the transaction contemplated by the Terms Sheet, the Company has also agreed to appoint Klaus Eckhof and Andrew McIlwain as non-executive chairman and non-executive director respectively. Subject to Shareholder approval and in consideration of Mr Eckhof and Mr McIlwain's services as non-executive directors, the Company has agreed to:

- (c) pay \$50,000 per annum (exclusive of superannuation) and issue 1,000,000 Options to Mr Eckhof; and
- (d) pay \$35,000 per annum (exclusive of superannuation) and issue 1,000,000 Options to Mr McIlwain.

Under the Terms Sheet, the Company has further agreed to engage the services of Mr Mick Montgomery as a consultant geologist to the Company for a minimum of 5 days (or equivalent) per month and for a minimum period of 6 months. Subject to Shareholder approval and in consideration of his services as technical consultant, the Company will pay a consulting fee of \$1,000 a day and allot and issue 500,000 Options to Mr Montgomery.

In consideration of Corporate & Resource Consultants Pty Ltd (CRC) introducing the Acquisition to the Company, the Company has agreed to issue 1,250,000 Options to CRC (or its nominee). Klaus Eckhof is a director of CRC but does not control the Company.

The Directors believe that the terms of the Acquisition is commercial and at arm's length.

2. RESOLUTION 1 – ISSUE OF VENDOR SHARES

2.1 General

Resolution 1 seeks Shareholder approval for the allotment and issue of 3,250,000 Shares to De Beira in accordance with the terms and conditions of the Terms Sheet (Vendor Shares).

De Beira is not a related party of the Company.

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.

The effect of Resolution 1 will be to allow the Directors to issue the Vendor Shares 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.

2.2 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 the Share Placement:

- (a) the maximum number of Vendor Shares to be issued is 3,250,000 Shares;
- (b) the Vendor Shares 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 will occur on one and the same date;
- (c) given that the Vendor Shares are being issued in consideration of the Company's acquisition of De Beira's rights in the Titiribi Project, the Vendor Shares will be issued for nil consideration;
- (d) the Vendor Shares will be issued to De Beira;
- (e) the Vendor Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of the Vendor Shares.

3. RESOLUTIONS 2 TO 4 – ISSUE OF OPTIONS

3.1 General

Pursuant to the terms and conditions of the Terms Sheet and subject to completion of the Acquisition, the Company has agreed to appoint Klaus Eckhof and Andrew

Mcllwain as non-executive chairman and non-executive director of the Company respectively. The Company has also agreed to engage the services of Mr Mick Montgomery as a consultant geologist to the Company. As set out above and subject to Shareholder approval, the Company has agreed to issue the following:

- (a) 1,000,000 Options to Mr Eckhof;
- (b) 1,000,000 Options to Mr Mcllwain; and
- (c) 500,000 Options to Mr Montgomery.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above. None of Messrs Eckhof, Mcllwain and Montgomery are related parties of the Company.

The effect of Resolutions 2 to 4 will be to allow the Directors to issue the 2,500,000 Options 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 Resolutions 2 to 4:

- (a) the maximum number of Options to be issued is:
 - (i) 1,000,000 Options to Mr Eckhof;
 - (ii) 1,000,000 Options to Mr Mcllwain; and
 - (iii) 500,000 Options to Mr Montgomery;
- (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 will occur on one and the same date;
- (c) given that the Options are being issued in consideration of the future performance by each of Mr Eckhof, Mr Mcllwain and Mr Montgomery in their roles as non-executive chairman, non-executive director and technical consultant to the Company respectively, the Options will be issued for nil cash consideration;
- (d) the Options will be issued to Mr Eckhof, Mr Mcllwain and Mr Montgomery. None of them are related parties of the Company;
- (e) the terms and conditions of the Options are set out in Schedule 1; and
- (f) the Options will be granted for nil cash consideration and thus no funds will be raised.

4. RESOLUTION 5 – ISSUE OF OPTIONS TO CRC

4.1 General

As set out above, the Company has agreed to issue 1,250,000 Options to Corporate & Resource Consultants Pty Ltd (CRC) (or its nominee) in consideration of CRC introducing the Acquisition to the Company. Resolution 5 seeks Shareholder

approval for the allotment and issue of 1,250,000 Options to CRC in accordance with the Terms Sheet.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above. CRC is not a related party of the Company.

The effect of Resolution 5 will be to allow the Directors to issue 1,250,000 Options to CRC 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.

4.2 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 5:

- (a) the maximum number of Options to be issued is 1,250,000 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 will occur on one and the same date;
- (c) given that the Options are being issued in consideration of CRC introducing the Acquisition to the Company, the Options will be issued for nil consideration;
- (d) the Options will be issued to CRC or its nominee. CRC is not a related party of the Company;
- (e) the terms and conditions of the Options are set out in Schedule 1; and
- (f) no funds will be raised from the issue of the Options to CRC.

5. RESOLUTION 6 – RATIFICATION OF PRIOR SHARE ISSUE

5.1 General

On 7 February 2008, the Company completed the issue of 3,000,000 Shares at an issue price of 30 cents per Share to raise \$900,000 (before the costs of the issue). It was also agreed that, subject to Shareholder approval, the allottees of those Shares would be issued 3,000,000 free attaching Options on a one for one basis. Shareholder approval for the issue of those Options is sought under Resolution 7.

A list of the allottees of the Shares the subject of Resolution 6 is set out in Schedule 2. None of the allottees are related parties of the Company and none hold 20% or more of the Shares in the Company as a result of the issue.

Resolution 6 seeks Shareholder approval to ratify the issue of 3,000,000 Shares pursuant to ASX Listing Rule 7.4, which will have the effect of restoring the Company's 15% placement capacity.

5.2 Technical Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- (a) the total number of securities issued was 3,000,000 Shares;
- (b) the Shares were issued at a price of 30 cents each to raise a total of \$900,000;

- (c) the Shares are fully paid ordinary shares and rank equally with existing Shares on issue;
- (d) the Shares were allotted and issued on 7 February 2008 to the allottees set out in Schedule 2; and
- (e) the funds were raised to fund the ongoing exploration commitments of the Company, the acquisition costs involved in the Titiribi Project and exploration commitments.

6. RESOLUTION 7 – APPROVAL OF PLACEMENT OF OPTIONS

6.1 General

Resolution 7 seeks Shareholder approval for the Company to be authorised to issue 3,000,000 Options for nil consideration.

As noted in paragraph 5.1 above, the Company intends to issue 3,000,000 free attaching Options on the basis of one free attaching Option for every one Share issued under Resolution 6. The Options will be exercisable at 20 cents on or before 31 December 2009, and otherwise on the terms set out in Schedule 1 of the Explanatory Memorandum.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above. The effect of Resolution 6 will be to allow the Directors to issue the 3,000,000 Options 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.

6.2 Technical Information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- (a) the maximum number of securities to be issued is 3,000,000 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 will occur on one and the same date;
- (c) the Options will be issued for nil consideration as they are free attaching to the issue of the Shares the subject of Resolution 6;
- (d) the Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the Options will be issued to the allottees of the Shares the subject of Resolution 6, as set out in Schedule 2. None of the allottees are related parties of the Company; and
- (f) no funds will be raised from the issue of the Options (for reasons explained above). The funds raised from the share issue the subject of Resolution 6 were used for the purposes set out in Section 5.2 above.

7. ENQUIRIES

Shareholders are required to contact David Parker on (+61 8) 9223 9898 if they have any queries in respect of the matters set out in these documents.

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 Days 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 means Windy Knob Resources Limited (ACN 122 417 243).

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.

Notice of Meeting or Notice of General 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.

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

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The material terms and conditions of the Options are as follows:

- (a) the Options will be exercisable at any time prior to 5.00pm WST on 31 December 2009 (Expiry Date). Options not exercised on or before the Expiry Date will automatically lapse;
- (b) the exercise price of each Option will be \$0.20 each;
- (c) the Options may be exercised wholly or in part by completing an application form for Shares (Notice of Exercise) delivered to the Company's Share Registry and received by it any time prior to the Expiry Date;
- (d) upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking pari passu with the then issued Shares. The Company will apply to ASX to have the Shares granted official quotation;
- (e) a summary of the terms and conditions of the Options, including the Notice of Exercise, will be sent to all holders of Options when the initial holding statement is sent;
- (f) the Company will apply to ASX for the Options to be listed for official quotation. The Options are transferable at any time prior to the Expiry Date, subject to any restrictions that may be imposed by ASX;
- (g) any Notice of Exercise received by the Company's share registry on or prior to the expiry date will be deemed to be a Notice of Exercise as at the last Business Day of the month in which such notice is received;
- (h) there will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company and will be afforded 7 Business Days before the record date (to determine entitlements to the issue), to exercise Options;
- (i) in the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;
- (j) in the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry date, all rights of an optionholder are to be changed in a manner consistent with the ASX Listing Rules; and
- (k) Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the date of the Notice of Exercise.

SCHEDULE 2 – ALLOTTEES OF SECURITIES

Name	Number of Shares	Number of Options to be issued (subject to Shareholder approval under Resolution 7)
VIENNA HOLDINGS PTY LTD <RONJEN SUPERFUND A/C>	500,000	500,000
MR DAVID PRENTICE	116,667	116,667
MR DAVID & MRS MIRELLA PRENTICE <D & M PRENTICE SUPER A/C>	133,333	133,333
PRALS PTY LTD	250,000	250,000
MCNEIL NOMINEES PTY LIMITED	500,000	500,000
TALEX INVESTMENTS PTY LTD	500,000	500,000
VERIGREEN PTY LTD <LEETE FAMILY SUPER A/C>	250,000	250,000
PARETO NOMINEES PTY LTD <THE DAMELLE A/C>	100,000	100,000
SABRELINE PTY LTD <JPR INVESETMENTS A/C>	100,000	100,000
RAVENHILL INVESTMENTS PTY LTD <HOUES OF EQUITY A/C>	100,000	100,000
GAVIN ANTHONY WATES	50,000	50,000
MACFAC PTY LTD <MCILWAIN FAMILY SUPER FUND>	60,000	60,000
RAVEN INVESTMENT HOLDINGS PTY LTD	50,000	50,000
GAIL GARRITY PTY LTD <GAIL GARRITY S/F A/C>	30,000	30,000
HARTS CONSULTING & INVESTMENTS PTY LTD <GREG HART FAMILY A/C>	33,334	33,334
MR LLEWELLYN JOHN ORR EYNON <THE EYNON VENTURE A/C>	33,333	33,333
DEBONNE HOLDINGS PTY LTD	16,666	16,666
ANGELA JURMAN <THE PJAG INVESTMENT A/C>	16,667	16,667
MR RICHARD STUART DONGRAY AND MRS JOAN DONGRAY <SUPER FUND A/C>	80,000	80,000
MRS HEATHER JANE & MR RAYMOND GORDON WATSON <THE WATSON INVESTMENT A/C>	80,000	80,000

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PROXY FORM

APPOINTMENT OF PROXY
 WINDY KNOB RESOURCES LIMITED
 ACN 122 417 243

GENERAL MEETING

I/We

being a member of Windy Knob Resources Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10am (WST), on Wednesday, 16 April 2008 at Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Issue of Vendor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue of Options to Klaus Eckhof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Options to Andrew McIlwain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of Options to Michael Montgomery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue of Options to Corporate & Resource Consultants Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Approval for Placement of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 6 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 7 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 7 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 7 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 7.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will 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 _____ 2008 _____ %

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

WINDY KNOB RESOURCES LIMITED
ACN 122 417 243

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a general meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members 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.

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Windy Knob Resources Limited, Level 17, Exchange Plaza, 2 The Esplanade, Perth, WA 6000 or PO Box 25223, Perth St Georges Terrace, WA 6831; or
 - (b) facsimile to the Company on facsimile number +61 8 9221 5107,

so that it is received not later than 10am (WST) on Monday, 14 April 2008.

Proxy forms received later than this time will be invalid.