
HEMISPHERE RESOURCES LIMITED

ACN 122 074 006

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Hemisphere Resources Limited ("Company") will be held at Level 2, QV.1 Building, 250 St George's Terrace, Perth, Western Australia, at 4:00 pm (WST) on Thursday, 29 November 2007.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders of the Company at 4.00 pm(WST) on Tuesday, 27 November 2007.

AGENDA

GENERAL BUSINESS

ADOPTION OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2007.

1. RESOLUTION 1- ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2007."

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL BOYATZIS

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

"That, for all purposes, Mr Paul Boyatzis, a director of the Company who retires by rotation in accordance with clause 21.3 of the Constitution and, being eligible, is re-elected as a Director of the Company."

SPECIAL BUSINESS

3. RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

"That, for all purposes, the Company appoints Ord Partners (having consented in writing to act as auditor of the Company) as auditor of the Company."

DATED: 22 October 2007

BY ORDER OF THE BOARD
HEMISPHERE RESOURCES LIMITED



PHILLIP MACLEOD
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 2, QV.1 Building, 250 St George's Terrace, Perth, Western Australia, at 4:00 pm (WST) on Thursday, 29 November 2007.

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. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2007.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

At a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL BOYATZIS

Clause 21.3 of the Constitution requires that one third of the Company's Directors must retire at each annual general meeting. A Director who retires under clause 21.3 is eligible for re-election.

Mr Boyatzis retires by rotation and offers himself for re-election.

Information about Mr Boyatzis is available in the Annual Report that accompanies the Notice of Meeting.

4. RESOLUTION 3 – APPOINTMENT OF AUDITORS

The Corporations Act provides a public company (by its Shareholders) must appoint an auditor at the company's first annual general meeting and to fill any vacancy in the office of auditor at each subsequent AGM.

The Directors appointed Ord Partners as auditors on 6 October 2006. Ord Partners have continued to act in the role of the Company's auditor. The Directors propose that Ord Partners be formally appointed by Shareholders as the auditor of the Company.

Mandine Pty Limited, being a Shareholder of the Company, has nominated that Ord Partners be appointed as auditor. A copy of this nomination is attached as Annexure A to this Notice.

Ord Partners has consented in writing to act as the Company's auditor.

5. ENQUIRIES

Shareholders are required to contact the Company Secretary on (61 8) 9481 1749 if they have any queries in respect of the matters set out in these documents.

6. VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Hemisphere Resources Limited, PO Box 2803, West Perth, Western Australia, 6872; or
 - (b) by facsimile to the Company on facsimile number (08) 9481 1756,
- so that it is received not later than 4:00 pm (WST) on 27 November 2007.

Proxy forms received later than this time will be invalid.

ANNEXURE A

LETTER OF NOMINATION OF AUDITOR

The Chairman
Hemisphere Resources Limited
6 Ord Street
West Perth WA 6005

Dear Sir

Nomination of Auditor

Mandine Pty Limited, being a shareholder of Hemisphere Resources Limited, hereby nominate Ord Partners, Chartered Accountants of Level 2, 47 Colin Street, West Perth, Western Australia to be appointed as auditor of Hemisphere Resources Limited.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting for the 2007 Annual General Meeting of Hemisphere Resources Limited as required by section 328B(3) of the Corporations Act.

Yours faithfully

A handwritten signature in black ink, appearing to read "Phillip J. MacLeod". The signature is written in a cursive style with a large initial 'P'.

Director
Mandine Pty Limited

PROXY FORM

**APPOINTMENT OF PROXY
HEMISPHERE RESOURCES LIMITED
ACN 122 074 006**

GENERAL MEETING

I/We

being a Member of Hemisphere Resources Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

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

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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 4:00 pm (WST), on 29 November 2007 at Level 2, QV.1 Building, 250 St George's Terrace, Perth, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all the resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Mr Boyatzis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to these Resolutions, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on these Resolutions, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting 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. 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 these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 3 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 TO 3 WILL BE DISREGARDED.

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 _____ 2007 _____ %

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

HEMISPHERE RESOURCES LIMITED
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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. 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.
6. To vote by proxy, please complete and sign the proxy form and send the proxy form:
 - (a) by post to Hemisphere Resources Limited
PO Box 2803
West Perth
Western Australia, 6872; or
 - (b) by facsimile to the Company on facsimile number (08) 9481 1756,

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