

Maximus Resources Ltd
ABN 74 111 977 354

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South Australia 5067

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South Australia 5067

www.maximusresources.com



18 October 2010

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Notice of Annual General Meeting and Proxy Form

Please find attached for release to the market the 2010 Notice of Annual General Meeting and Proxy Form for Maximus Resources Limited (ASX: MXR).

The Notice of Annual General Meeting and personalised Proxy Form have been sent to all shareholders.

The 2010 Annual Report will also be sent by post to those shareholders who have previously elected to receive a hard copy Annual Report.

An electronic copy of the 2010 Annual Report is available on the Company's website at:
www.maximusresources.com/corporate/reports/2010/mxr_ar2010.pdf.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D W Godfrey', written over a white background.

D W Godfrey
Company Secretary



MAXIMUS RESOURCES LIMITED

ABN 74 111 977 354

Notice of Annual General Meeting

Annual General Meeting to be held at
Enterprise House, 136 Greenhill Road, Unley, South Australia
on Thursday, 18 November 2010 at 10.00 am (Adelaide time).

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Maximus Resources Limited (The Company) will be convened at 10.00 a.m. on Thursday, 18 November 2010, at Enterprise House, 136 Greenhill Road, Unley SA, to consider, and if thought fit, to pass the following resolutions.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

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 Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 10.00 a.m. on 16 November 2010.
3. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the proxy instructions on that form.
4. Terms used in this Notice have the meanings set out in the Glossary of the Explanatory Statement.
5. 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 if 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.

Custodian Voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

AGENDA

ORDINARY BUSINESS

Financial Report

To receive and consider the Company's financial statements and reports of the directors and the independent auditor for the year ended 30 June 2010.

The Annual Report incorporating the financial statements is available at <http://maximusresources.com/reports>

Resolution 1 Adoption of the Remuneration Report

To consider and, put the following resolution to a non-binding vote:

"That the Remuneration Report required by section 300A of the Corporations Act 2001, as contained in the Company's Directors' Report for the year ended 30 June 2010 be adopted."

Note: the vote on this resolution is advisory only and does not bind the directors.

Resolution 2 Election of Ms Leigh Carol McClusky

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

"That Ms L C McClusky, having been appointed by the Directors to a casual vacancy during the year, retires in accordance with the Company's Constitution, and being eligible, is elected as a Director of the Company."


Resolution 3 Re-election of Mr Ewan J Vickery as a Director

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

"That Mr E J Vickery, being a Director of the Company who retires by rotation in accordance with the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

Dated this 14th day of October, 2010.

BY ORDER OF THE BOARD



DAVID GODFREY
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 14 October 2010 (**Notice**) and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the *Corporations Act 2001* and the Listing Rules of the ASX (**ASX Listing Rules**).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to Shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

Annual Financial Reports and Accounts for the year ended 30 June 2009

The first item of the Notice is to receive and consider the annual financial reports and accounts of the Company for the year ended 30 June 2010, comprising the Financial Statements and Notes together with the Directors' Report and the Auditor's Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year.

Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act the Company is required to present to the Shareholders the Remuneration Report for the year ended 30 June 2010. The vote on the resolution is advisory only and does not bind the Directors of the Company. The remuneration report is set out in the Directors' Report in the Company's 2010 Annual Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Directors of the Company, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

Resolution 2 - Election of Director

Under the Company's constitution and the ASX Listing Rules, a Director appointed to a casual vacancy during the year must retire at the next Annual General Meeting. The director will be eligible for election. Ms Leigh C McClusky was appointed by the other Directors and retires under the above framework. Ms McClusky has indicated that she will offer herself for election.

In accordance with the Company's Constitution, Ms McClusky retires and being eligible, has offered herself for election. The remaining Directors recommend to Shareholders that Ms McClusky be elected as a director.

Resolution 3 – Re-election of Director

Under the Company's constitution and the ASX Listing Rules, one third of the Directors must retire at the annual general meeting. The director will be eligible for re-election. The director required to retire under the above framework is Mr Ewan J Vickery. Mr Vickery has indicated that he will offer himself for re-election.

In accordance with the Company's Constitution, Mr Vickery retires and being eligible, has offered himself for re-election. The remaining Directors recommend to Shareholders that Mr Vickery be re-elected as a director.



Maximus Resources Limited

ABN 74 111 977 354

000001 000 MXR
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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00am (Adelaide time) Tuesday 16 November 2010.

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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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: I999999999



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 Maximus 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 Annual General Meeting of Maximus Resources Limited to be held at Enterprise House, 136 Greenhill Road, Unley SA 5061 on Thursday 18 November 2010 at 10:00am (Adelaide time) and at any adjournment of that meeting.

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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ms Leigh McClusky as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Ewan Vickery as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SAMPLE

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 ____/____/____

MXR

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Computershare +