

**CHINA YUNNAN COPPER AUSTRALIA LIMITED
ACN 070 859 522**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

Date of Meeting: 28 November 2007
Time of Meeting: 4.00pm (Brisbane time)
Place of Meeting: Brisbane Polo Club, 1 Eagle Street, Brisbane

This Notice of Annual General Meeting 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 prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of **CHINA YUNNAN COPPER AUSTRALIA LIMITED ACN 070 859 522 (Company)** will be held at the Brisbane Polo Club, 1 Eagle Street, Brisbane, on 28 November 2007 at 4.00pm (Brisbane time).

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2007.

1. RE-ELECTION OF JASON MICHAEL BECKTON AS A DIRECTOR

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Jason Michael Beckton, who retires by rotation in accordance with Rule 36.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

2. RE-ELECTION OF ZEWEN YANG AS A DIRECTOR

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Zewen Yang, who retires by rotation in accordance with Rule 36.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

3. RE-ELECTION OF WEIPING YU AS A DIRECTOR

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Weiping Yu, who retires by rotation in accordance with Rule 36.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

4. RE-ELECTION OF SHAOLU ZOU AS A DIRECTOR

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Shaolu Zou, who retires by rotation in accordance with Rule 36.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

5. RE-ELECTION OF NORMAN JOSEPH ZILLMAN AS A DIRECTOR

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Joseph Zillman, who retires by rotation in accordance with Rule 38.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

6. APPOINTMENT OF AUDITOR BY COMPANY

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with Section 327B of the *Corporations Act 2001 (Cwlth)*, William Buck Business Advisors & Chartered Accountants be appointed as the auditor of the Company.”

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE BOARD

Paul Marshall
Company Secretary
25 October 2007

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum is provided to shareholders of **CHINA YUNNAN COPPER AUSTRALIA LIMITED ACN 070 859 522 (Company)** to explain the resolutions to be put to shareholders at the Annual General Meeting to be held at the Brisbane Polo Club, 1 Eagle Street, Brisbane, on 28 November 2007 at 4.00pm (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

2. CONSIDER THE COMPANY'S ANNUAL REPORT

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2007 were despatched to shareholders. The Company's Annual Report is placed before the shareholders for discussion. No voting is required for this item.

3. RESOLUTION 1 – RE-ELECTION OF JASON MICHAEL BECKTON AS A DIRECTOR

Jason Michael Beckton retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as an Executive Director.

Mr Beckton was appointed on 31 July 2007.

Mr Beckton is a professional geologist with over fifteen (15) years experience in exploration, project development, production and management both in Australia and internationally.

Mr Beckton commenced his career with Pancontinental and Goldfields Ltd throughout Australia from the early 1990s before moving to a senior role with Gympie Gold in 2001. Subsequently, Mr Beckton was Project Manager for the Palmarejo silver gold project in Mexico and managed the program that grew the resource base from zero to 3.1 million ounces gold equivalent during 2004. More recently Mr Beckton was Manager – Chile for Exeter Resource Corporation and led the team that was responsible for the commercial discovery at the Caspiche Porphyry prospect in the Maricunga Gold Copper Belt of Chile.

Mr Beckton holds a Bachelor of Science (Honours) in Geology from Melbourne University and a Masters in Economic Geology from the ARC Centre of Excellence in Ore Deposits at the University of Tasmania. Mr Beckton is a member of the Australian Institute of Geoscientists, a Competent Person for resource estimates for ASX-JORC codes and Qualified Person under Canadian Securities Administrators National Instrument 43-101.

The Directors (with Mr Beckton abstaining) recommend that you vote in favour of this Ordinary Resolution.

4. RESOLUTION 2 – RE-ELECTION OF ZEWEN YANG AS A DIRECTOR

Zewen Yang retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Mr Yang was appointed on 1 August 2007.

Mr Yang is the General Manager of China Yunnan Copper (Australia) Investment and Development Co Ltd based in Sydney.

Mr Yang has had fifteen (15) years experience in mineral resources trading and project investment areas in China and Australia. Mr Yang has previously worked for China National Non-Ferrous Metals Import and Export Company and has been with the Yunnan Copper Industry (Group) Co Ltd since March 2004.

Mr Yang has a Bachelor of Arts degree majoring in Economics and specialising in International Business from Sichuan University, China. Mr Yang is currently undertaking a Masters Degree in International Business at the University of New South Wales.

The Directors (with Mr Yang abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. RESOLUTION 3 – RE-ELECTION OF WEIPING YU AS A DIRECTOR

Weiping Yu retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Dr Yu was appointed on 1 August 2007.

Dr Yu is Executive Deputy General Manager of Yunnan Copper Industry (Group) Co Ltd, Vice Chairman of Yunnan Copper Corporation Ltd, a corporation listed on the Shenzhen Stock Exchange, China and Chairman of Yunnan International Economic and Technological Cooperation Corporation, which is responsible for Yunnan Provincial Government overseas investment and contracting projects.

Dr Yu has had thirty three (33) years experience in the mining and metallurgical industry in China working for major companies including Yunnan Tin Corporation Limited, China National non-Ferrous Metals Import and Export Corporation and Yunnan Copper Industry (Group) Co Ltd. Dr Yu is currently Chairman of Yunnan Provincial Institute of International trade and China Yunnan Copper (Australia) Investment and Development Co Ltd. Since 2001, Dr Yu has been Vice Chairman of the board of Yunnan Copper Corporation Ltd.

Dr Yu has a Diploma specialising in design and operation of Mining Machinery from Kunming University of Science and Technology, China, a Post Grad Certificate in Enterprise Management from Yunnan University, China and a PhD in Economic Management from Central South University in China.

The Directors (with Dr Yu abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. RESOLUTION 4 – RE-ELECTION OF SHAOLU ZOU AS A DIRECTOR

Shaolu Zou retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Dr Zou was appointed on 1 August 2007.

Dr Zou is Chairman of Yunnan Copper Industry (Group) Co. Ltd and Chairman of Yunnan Copper Corporation Ltd, a corporation listed on the Shenzhen Stock Exchange in China.

Dr Zou has had thirty eight (38) years of experience in the mining and metallurgical industry in China working for major companies including Yunnan tin Corporation Limited, China Non-ferrous Metals Industry Co Ltd and Yunnan Copper Industry (Group) Co Ltd. Since 1996 Dr Zou has been Chairman of the board of Yunnan Copper Industry (Group) Co Ltd.

Dr Zou has a diploma in Management from Yunnan Administration Institute, China, a Post Graduate Certificate in Economic Management from Yunnan University, China, and a PhD in Enterprise Management from the Business School of Central South University, Hunan Province, China.

The Directors (with Dr Zou abstaining) recommend that you vote in favour of this Ordinary Resolution.

7. RESOLUTION 5 – RE-ELECTION OF NORMAN JOSEPH ZILLMAN AS A DIRECTOR

Norman Joseph Zillman retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Mr Zillman was appointed on 27 January 1998.

Mr Zillman is a professional geologist with over forty (40) years experience in exploration and production in the petroleum, coal and mineral industries in Australia and internationally. Mr Zillman's initial training was as a petroleum geologist with international companies Aquitaine Petroleum in Papua New Guinea and Union Oil Company of California (UNOCAL) in Indonesia and Australia. Mr Zillman has held the positions of Exploration Manager and subsequently Deputy General Manager of Crusader Limited, General Manager Exploration and Production with Claremont Petroleum NL and Beach Petroleum NL. From 1994 to early 1998, Mr Zillman was Regional Manager of Northern Queensland for the Queensland Department of Mines and Energy based in Charters Towers where he supervised all aspects of mineral exploration and mining activities in that region including, among others, the Ravenswood, Pajingo, Mt Leyshon and Thalanga mines.

More recently Mr Zillman has filled the positions of Managing Director responsible for the initial public offering and listing of Queensland Gas Company Limited on the ASX, Chairman of Great Artesian Oil and Gas Limited and Blue Energy Limited and a Director of Planet Gas Limited. Mr Zillman is presently a Director of Enterprise Energy NL and Chairman of Hot Rock Ltd.

Mr Zillman holds a Bachelor of Science Degree in Geology and a Bachelor of Science (with Honours) in Botany from the University of Queensland and is a Member of the Australasian Institute of Mining and Metallurgy and the Petroleum Exploration Society of Australia.

The Directors (with Mr Zillman abstaining) recommend that you vote in favour of this Ordinary Resolution.

8. RESOLUTION 6 – APPOINTMENT OF AUDITOR BY COMPANY

Ian William Young has retired as the auditor of the Company effective from the date of this meeting in accordance with Section 329 of the Corporations Act.

Pursuant to Section 327B of the Corporations Act, the approval of shareholders is sought to appoint William Buck Business Advisors & Chartered Accounts as auditor of the Company.

The Company has received from a shareholder a written nomination for the appointment of William Buck Business Advisors & Chartered Accountants as auditor of the Company, which is enclosed with this Notice of Meeting and Explanatory Memorandum.

William Buck Business Advisors & Chartered Accountants have provided its consent to act as auditor of the Company and as at the date of this Notice of Meeting and Explanatory Memorandum has not withdrawn its consent.

The Directors recommend that you vote in favour of this Ordinary Resolution.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Paul Marshall (Company Secretary):

*Level 5, Santos House, 60 Edward Street, Brisbane, Queensland, 4000
Telephone: (07) 3303 0653*

The Directors
China Yunnan Copper Australia Limited
Level 5, 60 Edward Street
BRISBANE QLD 4000

Downshire Investments Pty Ltd
93 Alexandra Rd
Ascot, QLD 4007

23 October 2007

Dear Directors

RE: NOMINATION OF AUDITOR

As a shareholder of China Yunnan Cooper Australia Limited (**Company**), I nominate William Buck Business Advisors & Chartered Accountants as auditor of the Company in accordance with Section 328B of the Corporations Act.

Yours sincerely,

JPK Marshall
Director

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001 (Cwlth)*.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

CHINA YUNNAN COPPER AUSTRALIA LIMITED

GPO Box 5268, Brisbane, Queensland, 4000

Level 5, Santos House, 60 Edward Street, Brisbane, Queensland, 4000

Telephone Phone: (07) 3303 0653 Facsimile No: (07) 3303 0601

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm 26 November 2007. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

SIGNING INSTRUCTIONS

You must sign the proxy form as follows in the spaces provided:

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

PROXY FORM

I/WE

of

being shareholder(s) of CHINA YUNNAN COPPER AUSTRALIA LIMITED ACN 070 859 522 (**Company**)

hereby appoint

of:

of failing him/her

of:

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at the Brisbane Polo Club, 1 Eagle Street, Brisbane, on 28 November 2007 at 4.00pm (Brisbane time) and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

If the Chairman is appointed as your proxy, or may be appointed by default, and if you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box:

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he/she has an interest in the outcome of the resolution and votes cast by him/her 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 will not cast your votes on the resolution and your votes will not be counted in calculating the require majority if a poll is called on the resolution. The Chairman advises that it is his/her intention to vote in favour of all resolutions in respect of any undirected proxies which may be granted in favour of the Chairman.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request.)

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares (Note: proxy will be over all shares if left blank).

If no directions are given, the proxy may vote as the proxy thinks fit or may abstain. By signing this appointment you acknowledge that the proxy (whether voting in accordance with your directions or voting in their discretion under an undirected proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

I/we direct my/our proxy to vote as indicated below:

RESOLUTION	For	Against	Abstain
Resolution 1 Re-election of Jason Beckton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Zewen Yang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Weiping Yu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Shaolu Zou as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Norman Zillman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Appointment of Auditor by Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Security holder 1

**Sole Director and
Sole Company Secretary
(If appointed)**

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date