

BAUXITE RESOURCES LTD ANNUAL GENERAL MEETING

Please find attached a copy of the Company's Notice of Annual General Meeting to be mailed to shareholders

Mr Paul Fromson
Company Secretary
Bauxite Resources Limited
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BAUXITE RESOURCES LIMITED
ACN 119 699 982

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
AND
PROXY FORM

Date of Meeting
30 November 2009

Time of Meeting
9.30am

Place of Meeting
3/159 ADELAIDE TERRACE
EAST PERTH WA 6004

The 2009 Annual Report may be viewed on the Company's website at

www.bauxiteresources.com.au

BAUXITE RESOURCES LIMITED
ACN 119 699 982
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bauxite Resources Limited ("**Company**") will be held at 3/159 Adelaide Terrace East Perth WA on 30 November 2009 at 9:30am for the purpose of transacting the following Business.

ORDINARY BUSINESS

2009 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2009, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

Resolution 1 – Remuneration Report

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

"That the Remuneration Report forming part of the Company's 2009 Annual Report be adopted."

Note:

Section 250R of the Corporations Act requires a listed company to put to shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the company's annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory and does not bind the company's directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the annual general meeting.

Resolution 2 – Re-election of Robert Nash as a Director

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

"That Robert Nash having retired as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election be re-elected a director of the Company."

Note:

Pursuant to the Company's Constitution, one-third of the directors of the Company (other than the managing director) must retire at each Annual General Meeting and, being eligible, may offer themselves for re-election.

BAUXITE RESOURCES LIMITED

Notice of Annual General Meeting

Resolution 3 – Re-election of David McSweeney as a Director

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

"That David McSweeney having retired as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election be re-elected a director of the Company."

Note:

Pursuant to the Company's Constitution, one-third of the directors of the Company (other than the managing director) must retire at each Annual General Meeting and, being eligible, may offer themselves for re-election.

A Proxy Form is attached.

To be valid, properly completed proxy forms must be received by the Company:

- In person at : No 3, Ground Floor
 159 Adelaide Terrace East Perth
- By post to: PO Box 6664
 East Perth WA 6892
- By facsimile to: +61 8 9221 4385

By no later than 9:30am (WDST) on 28 November 2009

By order of the Board



Paul Fromson
Company Secretary
Date: 16 October 2009

BAUXITE RESOURCES LIMITED
ACN 119 699 982

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders in Bauxite Resources Limited ACN 119 699 982 ("**Company**") with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

RESOLUTION 1 – Remuneration Report

The remuneration report is contained within the director's report of the Company's 2009 Annual Report. The remuneration report sets out the remuneration details for each of the directors and specified executives of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting. Under section 250R(2) of the Corporations Act, a resolution that the remuneration report be adopted must be put to a vote. This item is included for advisory purposes only and any vote taken at the Annual General Meeting will not bind the directors or the Company.

RESOLUTIONS 2 and 3 – Re-election of Directors

Resolutions 2 and 3 seek shareholder approval for the re-election of Mr Nash and Mr McSweeney as directors of the Company.

Article 13.2 of the Company's constitution provides that one third of the directors shall retire from office at the Annual General Meeting. Eligible directors may offer themselves for re-election and Mr Nash and Mr McSweeney have both offered themselves for re-election.

Details of the qualifications and experience of Mr Nash and Mr McSweeney are contained in the Company's 2009 Annual Report. Each of the other directors intends to vote for the re-election of both Mr Nash and Mr McSweeney.

BAUXITE RESOURCES LIMITED

**ACN 119 699 982
PROXY FORM**

The Company Secretary
Bauxite Resources Limited
PO Box 6664
EAST PERTH WA 6892

Facsimile: +61 8 9221 4385

I/We (name of shareholder)
of (address)
being a member/members of Bauxite Resources Limited HEREBY APPOINT
(name)
of (address)
and/or failing them (name)
of (address)
or failing that person then the Chairman of the meeting 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 on 30 November 2009 and at any adjournment of the
meeting.

PROXY INSTRUCTIONS

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.
If the Chair of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.
The Chair has advised that his intention is to vote in favour of all resolutions.



Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re- election of Robert Nash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re- election of David McSweeney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*This Proxy is appointed to represent _____ % of my voting right, or if 2 proxies are appointed Proxy 1 represents _____ % and Proxy 2 represents _____ % of my total votes
My total voting right is _____ shares*

Dated: _____

If the shareholder is an individual:

If the shareholder is a company:

Signature: _____

Director/Sole Director and Secretary

Print name: _____

Print name _____

Director/Secretary

Print name: _____

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting **that is by 9:30am WST on 28 November 2008** by post or facsimile to:

By Post: Bauxite Resources Limited
PO Box 6664
EAST PERTH WA 6892

By Fax: +61 8 92214385
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit