

NOTICE OF ANNUAL GENERAL MEETING 2012

Notice is hereby given that the Nineteenth Annual General Meeting of Ausdrill Limited (**Company**) will be held at the Duxton Hotel, 1 St George's Tce, Perth at 4.00pm (WST) on Friday 23 November 2012.

Agenda

Ordinary Business**Reports and Accounts**

To receive and consider the financial report for the year ended 30 June 2012 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1 – Adopt Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2012 be adopted".

Under the Corporations Act 2001 (Cwlth), this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

To the extent required by section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's or the group's key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of such a member. However, a person (the "**voter**") may cast a vote as a proxy where the vote is not cast on behalf of such a member or a closely related party of such a member and the voter is either:

- (a) appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the chair of the meeting and the appointment of the chair as proxy does not specify how the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel.

Resolution 2 - Re-election of Mr Terrence John Strapp CPA, F Fin., MAICD

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

"That Mr TJ Strapp, who retires in accordance with Article 60 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Resolution 3 - Re-election of Mr Donald James Argent BCom, CPA, FCIS, FAICD

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

"That Mr D J Argent, who retires in accordance with Article 59.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Resolution 4 - Re-election of Mr Mark Anthony Connelly BBus

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

"That Mr M A Connelly, who retires in accordance with Article 59.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Other Business

To transact any other business that may be properly brought before the meeting in accordance with the Company's Constitution.

By order of the Board



Domenic Santini
Company Secretary
Dated: 9 October 2012

NOTICE OF ANNUAL GENERAL MEETING 2012**Explanatory Statement****Resolution 1 – Adopt Remuneration Report**

The Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is included in the Directors' Report from page 23 of the Company's Annual Report, which accompanies this Notice of Meeting.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at the meeting and then again at the 2013 Annual General Meeting, the Company will be required to put to shareholders a resolution at the 2013 Annual General Meeting proposing the calling of a further general meeting to consider the election of directors of the Company (**spill resolution**).

If more than 50% of shareholders vote in favour of a spill resolution, the Company would be required to convene a further general meeting (**spill meeting**) within 90 days of the 2013 Annual General Meeting. All of the Directors who were in office when the 2013 Directors' Report was approved by the Directors, other than the Managing Director, would cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved would be the Directors of the Company.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of the key management personnel (broadly meaning those persons with the authority and responsibility for planning, directing and controlling the activities of the Company and the group) of the Company and group;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of key management personnel; and
- sets out remuneration details for the key management personnel (including the value of any options and rights granted to those persons).

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Key management personnel details of whose remuneration are included in the Remuneration Report and their closely related parties are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion statement set out in the Notice of Meeting.

Resolution 2 – Re-election of Mr Terrence John Strapp CPA, F Fin., MAICD

Article 60 of the Company's Constitution requires one-third of the Directors (excluding the Managing Director and Directors appointed by the Directors under article 59.1 to fill a casual vacancy or as an additional Director), or if their number is not a whole multiple of three (3) then the number nearest to but exceeding one-third, to retire from office at each Annual General Meeting. Article 60.1 states that "a retiring Director shall act as a Director throughout the meeting at which he retires".

Mr Terrence John Strapp, who is required to retire in accordance with Article 60, has been a non-executive Director since 21 July 2005 and is Chairman of the Audit Committee and a Member of the Remuneration Committee. Mr Strapp was last re-elected as a Director at the Annual General Meeting held on 24 November 2010.

Mr Strapp has extensive experience in banking, finance and corporate risk management and has been actively involved in the mining industry for more than 30 years. He is a Certified Practising Accountant (CPA), a Fellow of the Financial Services Institute of Australasia and a member of the Australian Institute of Company Directors.

Mr Strapp has been a non-executive director of GR Engineering Limited since 2011 and was formerly a non-executive director of The Mac Services Group Limited from 2007 to 2011.

Being eligible, Mr Strapp offers himself for re-election as a Director.

The Board (other than Mr Strapp, who abstained) unanimously recommends that shareholders vote in favour of this resolution.

Resolution 3 – Re-election of Mr Donald James Argent BCom, CPA, FCIS, FAICD

Article 59.2 of the Company's Constitution provides that any person appointed as a Director by the Directors to fill a casual vacancy or as an additional Director holds office only until the conclusion of the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Donald James Argent was appointed as a non-executive Director on 25 July 2012 and holds office only until the conclusion of the 2012 Annual General Meeting (unless re-elected).

Mr Argent was the Director of Finance and Administration for the Thiess Group, one of the largest integrated engineering and service providers in Australia and South East Asia. He joined Thiess Pty Ltd in 1985 following six years service with Thiess Holdings Ltd in the late 1970's, and, until he retired in July 2011, played an instrumental part in the growth of the Thiess Group from a family-run business to a leading Australian construction, mining and services company.

Mr Argent holds a Bachelor of Commerce degree. He is a Certified Practicing Accountant, a Fellow of the Chartered Institute of Secretaries and a Fellow of the Australian Institute of Company Directors.

Mr Argent has been a non-executive director of Sedgman Limited since 2006.

The Board (other than Mr Argent, who abstained) unanimously recommends that shareholders vote in favour of this resolution.

Resolution 4 – Re-election of Mr Mark Anthony Connelly BBus

Article 59.2 of the Company's Constitution provides that any person appointed as a Director by the Directors to fill a casual vacancy or as an additional Director holds office only until the conclusion of the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Mark Anthony Connelly was appointed as a non-executive Director on 25 July 2012 and holds office only until the conclusion of the 2012 Annual General Meeting (unless re-elected). Mr Connelly is a Member of the Audit Committee.

Mr Connelly was the Chief Operating Officer of Endeavour Mining Corporation until 31 August 2012 and was instrumental in the development, permitting, construction and commissioning of Endeavour's Nzema Gold Mine in Ghana. Mr Connelly was formerly Chief Executive Officer and Managing Director of Adamus Resources and was heavily involved in the concept and deal formation of merging Adamus Resources and Endeavour Mining in December 2011. Mr Connelly remains as a non-executive director of Endeavour Mining Corporation.

Mr Connelly holds a Bachelor of Business degree. He has held various senior management positions at a number of resource companies, including five years with Adamus Resources, five years with Newmont Mining Corporation (USA) and 12 years with Inmet Mining Corporation (Canada).

The Board (other than Mr Connelly, who abstained) unanimously recommends that shareholders vote in favour of this resolution.

Notes

Point at which voting rights are determined

In accordance with the Company's Constitution and the Corporations Regulations 2001 (Cwlth) the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 4.00 pm (WST) on Wednesday 21 November 2012.

Voting by Proxy

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the attached form of proxy.

Information for voting by proxy:

- Each member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote instead of such member.
- Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing, or if such appointer is a corporation as required by its constitution or the hand of its attorney.
- A proxy need not be a member of the Company.
- In the case of joint holders each holder should sign the proxy form.
- Should you wish to direct your proxy how to vote please indicate your direction in the appropriate box(es) on the proxy form otherwise your proxy will have a discretion to vote as he/she thinks fit.
- Where the chairman is appointed proxy he will vote in accordance with the member's directions as specified on the proxy form or, in the absence of direction, in favour of the resolutions contained in this notice.
- For Resolution 1, if the chairman is your proxy or is appointed as your proxy by default, you may direct the chairman how to vote by ticking the relevant box on the proxy form. If you do direct the chairman how to vote by ticking the relevant box on the proxy form, the chairman will cast your votes on Resolution 1 in accordance with your directions. If you do not direct the chairman how to vote, you will be directing the chairman to vote in accordance with the chairman's voting intentions in respect of Resolution 1 (that is, in favour of Resolution 1) and expressly authorising the chairman to exercise your proxy in respect of Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel.
- Proxies should be returned as follows:

Online at www.investorvote.com.au

By Mail complete and sign the enclosed Proxy Form and return to;
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia

By Fax complete and sign the enclosed Proxy Form and fax to;
Inside Australia 1800 783 447
Outside Australia +61 3 9473 2555

Custodian Voting

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

- To be effective a completed proxy form and the power of attorney (if any) under which the proxy form is signed (or a certified copy of the power of attorney) must be received by 4.00 pm WST on Wednesday 21 November 2012 (being 48 hours before the meeting).

000001 000 ASL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



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 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 4:00pm Wednesday 21 November 2012

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 for Postal Forms

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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 Ausdrill 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ausdrill Limited to be held at the Duxton Hotel, 1 St George's Tce, Perth on Friday, 23rd November at 4:00pm and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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
Resolution 1	Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Terrence John Strapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Donald James Argent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Mark Anthony Connelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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 / /