
DORAY MINERALS LIMITED

ACN 138 978 631

NOTICE OF GENERAL MEETING

TIME: 11:00am (WST)

DATE: 20 January 2011

PLACE: QV1 Conference Centre
Level 2
250 St Georges Terrace
Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6468 0388.

CONTENTS PAGE

Notice of General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	4
Glossary	7
Proxy Form	8

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (WST) on 20 January 2011 at:

QV1 Conference Centre
Level 2
250 St Georges Terrace
PERTH WA 6000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Doray Minerals Limited, Unit 6, 34 York Street, North Perth WA 6006; or
- (b) facsimile to the Company on facsimile number (+61 8) 9228 0704,

so that it is received not later than 11:00am (WST) on 18 January 2011.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 11:00am (WST) on 20 January 2011 at QV1 Conference Centre, Level 2, 250 St Georges Terrace, Perth WA 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the 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 General Meeting are those who are registered Shareholders of the Company at the close of business (WST) on 18 January 2011.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – SHARE PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 8,308,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, 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 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.

2. RESOLUTION 2 – ISSUE OF SHARES – SHARE PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of 5,538,154 Shares, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, 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 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.

DATED 14 December 2010
BY ORDER OF THE BOARD

MR JAY STEPHENSON
DORAY MINERALS LIMITED
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11:00am (WST) on 20 January 2011 at QV1 Conference Centre, Level 2, 250 St Georges Terrace, Perth WA 6000.

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. OVERVIEW

1.1 Background

As announced on 14 December 2010, the Company is proposing to undertake a placement of shares and make an offer under a share purchase plan (**Share Purchase Plan**) to eligible Shareholders.

The Company has received commitments to subscribe for 13,846,154 Shares at an issue price of \$1.30 per Share to raise up to \$18,000,000 (**Placement**). The Shares will be issued to sophisticated or professional investor clients of Shaw that do not need disclosure by a prospectus under Section 708 of the Corporations Act.

It is intended that the issue of Tranche 1 of the Placement will take place on or around 21 December 2010. Pursuant to Tranche 1, the Company will issue 8,308,000 Shares (**Tranche 1**) to sophisticated or professional investors under its annual 15% placement capacity to raise \$10,800,400. Shareholder ratification of the issue of these Shares (which will have taken place prior to the Meeting) is being sought pursuant to Resolution 1.

The Company will complete the Placement after the General Meeting (**Tranche 2**), subject to the passing of Resolution 2. Pursuant to Tranche 2, the Company will issue an additional 5,538,154 Shares to raise a further \$7,199,600.

The Company has announced the offer of up to a further 2,307,692 Shares to raise a maximum of a further \$3,000,000 to Shareholders of the Company on the record date of 13 December 2010, pursuant to the Share Purchase Plan. Further details regarding the Share Purchase Plan have been released to ASX.

An indicative timetable for the Placement and Share Purchase Plan is referred to in the announcement and Share Purchase Plan documents announced on 14 December 2010.

The Company currently intends to use the funds raised from the Placement and Share Purchase Plan for continued development of the Andy Well project, including delineation of the Wilber Lode, development of the Webbs Patch project and potentially other additional deposits, as well as systematic exploration of a number of projects in Doray's highly prospective Murchison portfolio, general corporate purposes and potential future acquisitions.

The Company has engaged Shaw Corporate Finance Pty Limited (**Shaw**) to act as lead manager to the Placement and the Share Purchase Plan.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – SHARE PLACEMENT

2.1 General

On or around 21 December 2010, the Company issued 8,308,000 Shares at an issue price of \$1.30 per Share to raise a total of \$10,800,400.

None of the subscribers pursuant to the Tranche 1 Placement were related parties of the Company.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Following this approval, the Company will again be able to issue new securities in such number up to 15% of the existing issued capital without the prior approval of shareholders. The Board believes that providing this flexibility is a prudent decision to make and is in the best interests of shareholders and the Company as a whole.

2.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 8,308,000 Shares were allotted and issued pursuant to the Share Placement;
- (b) the issue price was \$1.30 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to professional or sophisticated investors and was arranged by Shaw. None of the allottees were related parties of the Company; and
- (e) the use of funds raised from the Tranche 1 Share Placement is set out in Section 1.1 of the Explanatory Statement.

3. RESOLUTION 2 – ISSUE OF SHARES – SHARE PLACEMENT

3.1 General

Resolution 2 seeks Shareholder approval for the issue of up to 5,538,154 Shares at an issue price of \$1.30 per Share to raise a further \$7,199,600 pursuant to the Tranche 2 Placement.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 of this Explanatory Statement.

The effect of Resolution 2 will be to allow the Directors to issue the Shares pursuant to the Tranche 2 Placement without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Shares pursuant to Resolution 2:

- (a) the maximum number of securities to be issued is 5,538,154 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price per Share will be \$1.30 per Share;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be allotted and issued to sophisticated or professional investors and was arranged by Shaw. None of the subscribers for the Shares will be related parties of the Company; and
- (f) the use of funds raised from the Tranche 2 Share Placement is set out in Section 1.1 of the Explanatory Statement

4. ENQUIRIES

Shareholders may contact Jay Stephenson on (+ 61 8) 6468 0388 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Doray Minerals Limited (ACN 131 978 631).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting means this notice of General Meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Resolutions means the resolutions set out in the Notice of Meeting, and **Resolution** means any one of them, as the context requires.

Securities means Shares and Options.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
DORAY MINERALS LIMITED
ACN 138 978 631**

GENERAL MEETING

I/We

of

being a member of Doray Minerals Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name(s) of proxy and if two proxies are appointed, the proportion of voting rights the proxies represent

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 11:00am (WST), on 20 January 2011 at QV1 Conference Centre, Level 2, 250 St George Terrace, Perth WA 6000, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 and 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 and 2 and that votes cast by the Chair of the General Meeting for Resolutions 1 and 2 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 Chair will not cast your votes on Resolutions 1 and 2 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 2.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratification of Prior Issue of Shares – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue of Shares – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s): **Date:** _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

DORAY MINERALS LIMITED
ACN 138 978 631

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - (a) **(Individual):** Where the holding is in one name, the member must sign.
 - (b) **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - (c) **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - (d) **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Doray Minerals Limited, Unit 6, 34 York Street, North Perth WA 6006;
or
 - (b) facsimile to the Company on facsimile number +61 8 9228 0704,so that it is received not later than 11:00am (WST) on 18 January 2011.

Proxy forms received later than this time will be invalid.