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Copies of this document are being sent to Polo Shareholders. If you have sold or otherwise transferred all of your shares in Polo Resources Limited please forward this document and the accompanying Form of Proxy and Form of Instruction at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding of shares in Polo Resources Limited you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in Polo Resources Limited.

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# **POLO RESOURCES LIMITED**

*(Incorporated and registered in the British Virgin Islands with registered number 1406187)*

## **Shareholders Circular and Notice of Meeting of Shareholders**

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Notice of a General Meeting of Polo to be held at 4.00 p.m. local time (9.00 p.m. BST) at the offices of Heenan Blaikie 333 Bay Street Suite 2900, PO Box 2900, Toronto, Ontario, M5H 2T4, Canada on 6 August 2010 is set out at the end of this document. A Form of Proxy for holders of Polo Shares for use at the General Meeting accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services (Jersey) Limited, PO Box 329, Queensway House, Hilgrove Street, St Helier, Jersey JE4 9XY. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically by following the instructions set out on the Form of Proxy. In either case the Form of Proxy must be returned as soon as possible but in any event to be received not later than 9.00 p.m. BST on 4 August 2010 or 48 hours before any adjourned meeting. A Form of Instruction for holders of Depositary Interests for use at the General Meeting accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England as soon as possible but in any event to be received not later than 9.00 p.m. BST on 3 August 2010 or 72 hours before any adjourned meeting. The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the General Meeting and voting in person if you wish to do so (and are so entitled).

A summary of the action to be taken by Polo Shareholders is included in the notes to the Notice of General Meeting set out at the end of this document.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Expected time/date</i>
Publication of this document	16 July 2010
Latest time and date for receipt of Forms of Instruction	9.00 p.m. 3 August 2010 (BST)
Latest time and date for receipt of Forms of Proxy	9.00 p.m. 4 August 2010 (BST)
<b>General Meeting</b>	<b>4.00 p.m. Toronto time (9.00 p.m. BST, 4.00 p.m. EST) 6 August 2010</b>

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>“Act”</b>	the BVI Business Companies Act, 2004 (No. 16 of 2004) as amended and includes the regulations made under the Act
<b>“AIM”</b>	the AIM market operated by the London Stock Exchange
<b>“AUS\$”</b>	Australian dollars
<b>“Articles of Association”</b>	the Memorandum and Articles of Association of Polo as amended from time to time
<b>“ASX”</b>	Australian Stock Exchange
<b>“Business Day”</b>	a day (other than a Saturday or Sunday) on which clearing banks are generally open for business in the City of London
<b>“Closing Price”</b>	the closing middle market quotation of a share as derived from the ASX or AIM as the case may be
<b>“Company” or “Polo”</b>	Polo Resources Limited
<b>“CREST”</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities governed by Euroclear UK & Ireland Limited in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755)
<b>“Custodian”</b>	Computershare Company Nominees Limited
<b>“Depository Interests”</b>	interests in Polo Shares issued by Computershare Investor Services Plc, which are in a form of a security used for trading the beneficial ownership in foreign company shares on AIM or the TSX
<b>“Directors” or the “Board”</b>	the directors of Polo at the date of this document
<b>“Extract Resources”</b>	Extract Resources Limited, a company incorporated and registered in Western Australia whose registered office is at 30 Charles Street, South Perth WA 6151
<b>“Extract Shares”</b>	the existing unconditionally allotted or issued and fully paid ordinary shares in the capital of Extract Resources
<b>“Form of Instruction”</b>	the form of instruction for holders of Depository Interests in connection with the General Meeting
<b>“Form of Proxy”</b>	the form of proxy for use by Polo Shareholders in connection with the General Meeting
<b>“General Meeting”</b>	the meeting of Polo Shareholders at the offices of Heenan Blaikie 333 Bay Street Suite 2900, PO Box 2900, Toronto, Ontario, M5H 2T4, Canada to be convened on 6 August 2010, notice of which is set out at the end of this document, and any adjournment of that meeting
<b>“Investing Policy”</b>	the proposed Investing Policy of the Company more particularly set out at paragraph 2 of the letter from the Chairman set out in this document
<b>“Nippon”</b>	Nippon Uranium Resources (Australia) Proprietary Limited

<b>“Nippon Sale Agreement”</b>	the sale agreement between Polo and Nippon dated 8 July 2010, the terms of which are more particularly set out at paragraph 3 of the letter form the Chairman set out in this document
<b>“Notice”</b>	the notice of the General Meeting set out at page 9 of this document
<b>“Polo Australasia”</b>	Polo Australasia Limited, a wholly owned subsidiary of Polo
<b>“Polo Group”</b>	Polo and its subsidiaries and subsidiary undertakings
<b>“Polo Optionholders”</b>	holders of existing options over Polo Shares
<b>“Polo Shareholders”</b>	holders of Polo Shares
<b>“Polo Shares”</b>	the existing unconditionally allotted or issued and fully paid ordinary shares of no par value in the share capital of Polo
<b>“Proposed Sale”</b>	the proposed sale of 18,650,849 Extract Shares by the Company pursuant to the Nippon Sale Agreement
<b>“Resolutions”</b>	the resolutions set out in the Notice to be proposed at the General Meeting
<b>“TSX”</b>	Toronto Stock Exchange

# LETTER FROM THE CHAIRMAN

## POLO RESOURCES LIMITED

*(Incorporated and registered in the British Virgin Islands with registered number 1406187)*

*Directors:*

Stephen Roland Dattels (*Executive Co-Chairman*)  
Neil Herbert (*Executive Co-Chairman*)  
Paul Anthony Ingram (*Chief Executive Officer for Australia*)  
Guy Elliott (*Senior Non-Executive Director*)  
Bryan Smith (*Non-Executive Director*)  
Jim Mellon (*Non-Executive Director*)

*Registered Office:*

Craigmuir Chambers  
P.O. Box 71  
Road Town  
Tortola  
British Virgin Islands

16 July 2010

To the holders of Polo Shares and, for information only, to Polo Optionholders

Dear Shareholder

### Notice of General Meeting

#### 1. Introduction

Set out on page 9 of this document you will find a Notice convening a General Meeting to be held on 6 August 2010 for the purpose of considering resolutions to:

- (a) approve an Investing Policy for the Company; and
- (b) approve the sale of 18,650,849 Extract Shares to Nippon.

I am writing to you to set out the background to and reasons for these resolutions.

#### 2. The Investing Policy

On 30 June 2010 the Directors announced the sale of Polo's 50 per cent. interest in Peabody-Polo Resources B.V., being the joint venture company with Peabody Energy Corporation formed to hold all of Polo's coal and uranium assets in Mongolia, to Winsway Coking & Coal Limited (the "Mongolian Sale"). Whilst the Mongolian Sale is not subject to shareholder approval, pursuant to Rule 15 of the AIM Rules for Companies, the effect of the disposal is that the Company is classified as an investing company as it ceases to own, control or conduct all, or substantially all, of its existing trading activities or assets.

As required by AIM Rule 15, the Company has prepared an investing policy as announced on 9 July 2010 and set out below is the Investing Policy which the Directors propose for adoption by the Company.

#### **Polo Resources Limited** **Investing Policy**

The core of the Company's strategy will be to make direct and indirect investments in natural resources companies and projects, both listed and unlisted, that the directors of the Company (the "Directors") consider to be undervalued or have strong fundamentals and attractive growth prospects.

Natural resources companies or projects, for the purposes of the investing policy, are those involved in the exploration for and extraction of, base metals, precious metals, bulk commodities, thermal and metallurgical coals, industrial minerals, hydrocarbons, energy and uranium and include single-asset as well as diversified natural resources companies.

The Company will primarily focus on making investments in companies with producing assets and/or tangible assets such as resources and reserves that have been verified under internationally recognised standards for reporting, such as NI 43-101. The Company may also invest from time to time in exploration companies whose activities are speculative by nature.

The Company will have flexibility to invest in a wide range of investments in addition to unlisted and listed equities and equity-related securities, including but not limited to commodities, convertible bonds, debt securities, royalties, options, warrants and futures as well as the acquisition of assets or projects. Derivatives may be used for efficient portfolio management, hedging and for the purposes of obtaining investment exposure. The Company may also have exposure from time to time to other companies within the wider resources and materials sector, including services companies, transport and infrastructure companies, utilities and downstream processing companies. There will be no maximum or minimum limit on percentage of ownership or on the length of time that any investment may be held.

The Company may take legal or management control of a company from time to time. The Company may invest in other investment funds or vehicles, including any managed by Directors or companies associated with them, where such investment would be complementary to the Company's investing policy.

There will be no fixed limits on the allocation between unlisted and listed equities or equity-related securities, cash and/or debt.

There is no limit on the number of projects or companies into which the Company may invest, nor the proportion of the Company's gross assets that any investment may represent at any time and the Company will consider possible opportunities anywhere in the world.

The Directors may propose a special dividend or implement share buy-backs from time to time but the objective will be to achieve returns to shareholders through the appreciation in the value of the Company's shares rather than by means of distribution.

The Directors will not normally hedge the exposure of the Company to currency fluctuations.

Any material change in the investment objective or investing policy will only be made by a resolution of shareholders as defined in the Company's Articles of Association.

### **3. Sale of interests in Extract Resources Limited**

#### ***Introduction***

On 9 July 2010, Polo announced that Polo Australasia had agreed to sell 3,900,000 Extract Shares to Nippon (the "Tranche One Sale"). The Tranche One Sale was completed on 15 July 2010. The price per Extract Share of the Tranche One Sale was AUS\$7.00, and the Company received gross proceeds of AUS\$27.3 million.

Under the terms of the Nippon Sale Agreement, Polo Australasia conditionally agreed to sell to Nippon, at the same price of AUS\$7.00 per Extract Share, the balance of Polo Australasia's holding of Extract Shares (being 18,650,849 Extract Shares), subject, inter alia, to Polo Shareholder approval being obtained within five weeks of the execution of the Nippon Sale Agreement. The total consideration due to be paid to Polo Australasia, including the proceeds from the Tranche One Sale, is approximately AUS\$157.9 million. Under Rule 15 of the AIM Rules, Polo Australasia could not have sold its entire holding of Extract Shares on 15 July 2010 since such a disposal of assets is deemed to be a fundamental change of business by the Company requiring prior shareholder approval.

#### ***Background information on Extract Resources Limited***

Extract Resources' primary business focus is in the African nation of Namibia, in which it has a large land position of 2653km<sup>2</sup> over several licenses. While the projects have various mineral occurrences, Extract Resources' main objective is based around the potential of the uranium (U<sub>3</sub>O<sub>8</sub>) rich provinces in Namibia, particularly within the alaskite belt that hosts the world class Rossing Mine.

Extract Resources' aim is to explore, evaluate, develop and produce uranium from its advanced projects, as a source of fuel conversion for low-cost, environmentally friendly nuclear power. In doing so, Extract maintains a policy of quality environmental management and social and corporate responsibility in meeting its business objectives.

### ***Reasons for the Tranche One Sale and the Proposed Sale***

At the time of the decision to enter into the Nippon Sale Agreement, the Directors unanimously resolved that the Tranche One Sale was in the best interests of Company and that the Proposed Sale, if approved by the Polo Shareholders, would also be in the best interests of the Company. In particular Polo Shareholders should note:

- The total consideration agreed to be paid to the Company in respect of its holding of 22,550,849 Extract Shares was AUS\$157.9 million, equal to a price per Extract Share of AUS\$7.00. The price of AUS\$7.00 per Extract Share represents a 3.7 per cent. premium to the Closing Price of Extract Shares on the ASX on 8 July 2010, the date on which the Nippon Sale Agreement was entered into and a premium of 8.9 per cent. to the Closing Price of AUS\$6.43 on 6 July 2010, the date on which the terms of the disposal were proposed to Polo, and recognised the strategic importance of the block of shares held by Polo. The Company has received no dividends or other distributions or income from the Extract Shares since the date of its investment.
- The recent significant fluctuations in the share price of Extract Resources on the ASX and the TSX illustrate how volatile the market for shares in companies can be and, while the Board remains confident about Extract Resources' prospects, there can be no assurance that the price of Extract Shares will rise or in future reflect further progress, if any, made by Extract Resources.
- The disposal of Polo's holding of Extract Shares as a block (rather than declaring a dividend in specie of those Extract Shares to Polo Shareholders) ensures the Company (and accordingly Polo Shareholders) receives full market value for its Extract Shares plus a premium. The Directors believe that if Polo's holding of Extract Shares had been distributed pro rata to Polo Shareholders this could have had an adverse affect on the market value of Extract Resources as a key strategic stake was broken up.

### ***Proposed special dividend***

As announced on 2 July 2010, subject to Polo Shareholders approving the Proposed Sale, the Proposed Sale being completed and the Company receiving the cash proceeds of such, the Directors intend to utilise part of the proceeds of sale of the Company's shareholding in Extract Resources to fund a special dividend of 3 pence per Polo Share. Following the completion of the Proposed Sale and if the Directors resolve to pay a special dividend, holders of Polo Shares or Depositary Interests will be notified in accordance with the Company's Articles of Association.

## **4. General Meeting**

In order to adopt the Investing Policy and approve the Proposed Sale the Company must have the approval of its shareholders. The General Meeting is to be convened for these purposes.

Each of the Directors has irrevocably undertaken that he and his family (as defined in the AIM Rules) will vote in favour of the resolution to approve the Proposed Sale (Resolution 2) in respect of an aggregate 225,910,486 Polo Shares, representing approximately 9.63 per cent. of the issued shares of Polo.

## **5. Action to be taken by Polo Shareholders**

Polo Shareholders will find enclosed with this document a Form of Proxy and the holders of Depositary Interests will find enclosed a Form of Instruction for use at the General Meeting. Whether or not you intend to be present at the General Meeting, if you are a Polo Shareholder, you are requested to complete, sign and return your Form of Proxy to Computershare Investor Services (Jersey) Limited, PO Box 329, Queensway House, Hilgrove Street, St Helier, Jersey JE4 9XY. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by following the instructions set out on the Form of Proxy. In either case the Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 9.00 p.m. BST on 4 August 2010. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

If you are a holder of Depositary Interests, you are requested to complete, sign and return your Form of Instruction appointing Computershare Company Nominees Limited (the "Custodian") to vote the

underlying Polo Shares on your behalf at the General Meeting to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England, as soon as possible but, in any event, so as to arrive no later than 9.00 p.m. BST on 3 August 2010. As a holder of Depositary Interests, you have no right to attend and vote the underlying Polo Shares at a meeting of shareholders and should therefore complete and return the Form of Instruction so that the Custodian may vote on your behalf. However, if as a holder of Depositary Interests you do wish to attend and/or vote at the General Meeting you should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

## **6. Board Recommendation**

The Board unanimously considers the adoption of the proposed Investing Policy and the Proposed Sale to be in the best interests of the Company. Accordingly, the Board recommends that Polo Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to in respect of their own beneficial holdings of an aggregate of 255,910,486 Polo Shares representing at 15 July 2010 (the last practicable date prior to the publication of this document) approximately 11.05 per cent. of the issued shares of Polo and, in the case of Resolution 2, have irrevocably undertaken so to do as set out in paragraph 4 above.

Yours sincerely,

Stephen Roland Dattels  
*Executive Co-Chairman*

# POLO RESOURCES LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1406187)

(the “Company”)

## NOTICE OF MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** a meeting of the shareholders of the Company will be held at the offices of Heenan Blaikie 333 Bay Street Suite 2900, PO Box 2900, Toronto, Ontario M5H 2T4, Canada on 6 August 2010 at 4.00 p.m. local time (9.00 p.m. BST) for the purposes of considering and, if thought fit, approving the following resolutions:

### *Resolution 1*

THAT the Investing Policy set out in the circular to shareholders dated 16 July 2010 be and is hereby adopted.

### *Resolution 2*

THAT the proposed sale by Polo Australasia Limited, a subsidiary of the Company, of 18,650,849 ordinary shares of Extract Resources Limited to Nippon Uranium Resources (Australia) Proprietary Limited on the terms set out in the circular to shareholders dated 16 July 2010 at a price per ordinary share of Extract Resources Limited of AUS\$7.00 (the “**Transaction**”) be and is hereby approved and that the Directors be authorised to take all such steps as any of them may consider necessary or desirable to implement and give full effect to the Transaction.

Dated 16 July 2010

*Registered Office*  
Craigmuir Chambers  
P.O. Box 71  
Road Town, Tortola  
British Virgin Islands

Stephen R. Dattels,  
by order of the Board  
16 July 2010

- (i) A member of Polo entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of Polo.
- (ii) A Form of Proxy is enclosed with this Notice for use in connection with the business set out above. To be valid a Form of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (Jersey) Limited, PO Box 329, Queensway House, Hilgrove Street, St Helier, Jersey JE4 9XY by not later than 48 hours prior to the time fixed for the General Meeting. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically by following the instructions set out on the Form of Proxy.
- (iii) A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which they are signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England by not later than 72 hours prior to the time fixed for the General Meeting.
- (iv) Completion and return of a Form of Proxy does not preclude a member from attending and voting at the General Meeting or at any adjournment thereof in person (if so entitled).
- (v) In the case of joint holders of Polo Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- (vi) To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by Polo of the votes they may cast), a member of Polo must be entered in the register of members of Polo at 4.00 p.m. Toronto time (9.00 p.m. BST, 4.00 p.m. EST) on 4 August 2010.
- (vii) CREST members who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those

CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- (viii) In order for an instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes an instruction or is an amendment to a previously made instruction must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID 3RA50) not later than 72 hours before the time appointed for the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions appointed through CREST should be communicated to the appointee through other means.
- (ix) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (x) Polo may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.



