



Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Athena Resources Limited (**ATHENA** or the **Company**) will be held on Tuesday 25 November 2008 commencing at 12 Noon at Oceanus Restaurant, Challenger Parade, City Beach WA.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered.

AGENDA

ORDINARY BUSINESS

1. Accounts and Reports

To receive and consider the Financial Report of the Company and of the consolidated entity for the year ended 30 June 2008, together with the reports by directors and auditors thereon.

2. Resolution 1 – Adoption of Remuneration Report

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

“That the Remuneration Report included in the Annual Report for the financial year ended 30 June 2008 be adopted.”

The vote on this resolution is advisory only and does not bind the directors of the Company.

3. Resolution 2 - Re Election of Director (Mr D F Thomson)

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

“That Mr D F Thomson, who retires by rotation in accordance with the Company’s Constitution and being eligible, is hereby re- elected as a director of the Company.”

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 12 Noon on 23 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the annual general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Annual General Meeting.

BY ORDER OF THE BOARD

MR E W EDWARDS
EXECUTIVE CHAIRMAN
10 OCTOBER 2008

Athena

RESOURCES LIMITED

ABN 69 113 758 900

PROXY FORM

The Secretary
Athena Resources Limited
63 Lindsay Street,
Perth WA 6000

I/We (full name) _____
of _____
being a member(s) of Athena Resources Limited, hereby appoint as my/our proxy

of _____
or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the annual general meeting of the Company to be held at 12 noon on 25 November 2008 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

		FOR	AGAINST	ABSTAIN
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Election of Director – Mr D Thomson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the member is an individual or joint holder:

Usual Signature

Dated this _____ day of _____ 2008.

Usual Signature

If the member is a Company:

Signed in accordance with the constitution of the company (affix common seal if applicable)

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2008.

INSTRUCTIONS AS TO VOTING

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box for each Resolution, otherwise your proxy will vote as he/she thinks fit or abstain from voting.

If 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 Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (63 Lindsay Street Perth, Western Australia, 6000) or sent by facsimile to that office on Fax: 08 9428 2910) to be received not less than 48 hours prior to the time of the meeting.
5. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.
6. The Chairman intends to vote all undirected proxies in favour of all resolutions.



EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Athena Resources Limited ("Athena") in connection with the business to be conducted at the Annual General Meeting of Members to be held on Tuesday 25 November 2008 commencing at 12 noon at Oceanus Restaurant, Challenger Parade, City Beach WA.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

2. 2008 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2008 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

Representatives from the Company's auditors, HLB Mann Judd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

The Annual Report for the financial year ended 30 June 2008 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for executive directors, senior management and non-executive directors.

The Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

4. RE-ELECTION OF DIRECTOR – Resolution 2

In accordance with the requirements of the Company's Constitution and the Corporations Act 2001, one-third of the directors of the Company retire from office at this annual general meeting of the Company and, being eligible, may offer themselves for re-election.

Mr Don Thomson retires by rotation and offers himself for re-election. Details of Mr Thomson's qualifications and experience are detailed below.

Donald Fergusson Thomson BSc (Hons) (Geol), MAusIMM, – Director

Mr Thomson is a geologist with over 23 years industry experience and is a Member of the Australasian Institute of Mining and Metallurgy. He worked for Newcrest for 9 years in mining and regional exploration throughout Western Australia and the Northern Territory, and was involved in drill-outs at New Celebration and Telfer.

From 1996 to 2001 as Exploration Manager for Johnson's Well Mining (now Regis), he led the team responsible for the discovery of gold resources totalling 2 million ounces, including the 1.2 million ounce Rosemont gold deposit. During this time he oversaw the consolidation of mining and exploration tenure over the Duketon belt.

He served as Exploration Manager for Acclaim Exploration NL, Aztec Resources Ltd and Fox Resources Ltd, managing exploration on the Wingellina, Koolan Island and Radio Hill projects for these respective companies. He was Technical Director of both Acclaim and Aztec during critical periods in the development of these companies.

Following the closure of the Gidgee Gold Mine, Mr Thomson as Exploration Manager, was responsible for the restructuring of Legend Mining Limited's technical team to focus on exploration.