

Yellow Rock Resources Limited

ACN: 116 221 740

35 Great Eastern Highway
Rivervale WA 6103

Telephone: (08) 9361 5400

Facsimile: (08) 9361 5900

Email: info@yrr.com.au



27 October 2008

Companies Announcement Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT

Please find attached the company's Notice of Annual General Meeting to be held on Wednesday, 26 November 2008 at 11.00am.

The company advises that the Annual Report comprises only the documents previously lodged with ASX.

Yours faithfully

J C Geary
Director

For personal use only

For personal use only

YELLOW ROCK RESOURCES LIMITED

ACN: 116 221 740

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00 am (WDST)

DATE: Wednesday 26 November 2008

PLACE: The Sutherland Room
City West Reception Centre
45 Plaistowe Mews
West Perth, Western Australia 6005

THIS IS AN IMPORTANT DOCUMENT - If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

Notice of Annual General Meeting

YELLOW ROCK RESOURCES LIMITED
ACN: 116 221 740

Notice is hereby given that the Annual General Meeting of Greater Pacific Gold Limited (the **Company**) will be held at:

Venue: The Sutherland Room
City West Reception Centre
45 Plaistowe Mews, West Perth
Western Australia 6005

Date: Wednesday 26 November 2008

Time: 11.00 am (WDST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Memorandum.

Agenda

Adoption of Annual Financial Report

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending on 30 June 2008.

Ordinary Resolutions

1. Adoption of Remuneration Report

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **non binding resolution**:

"To adopt the Remuneration Report as contained in the Annual Financial Report for the year ended on 30 June 2008"

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

2. Re-Election of Mr Peter Remta as Director

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

"That, pursuant to clause 7.3(b) of the Constitution of the Company, Mr Peter John Augustin Remta, who offers himself for re-election, having consented to act as a Director of the Company and being eligible, is hereby re-elected as a Director of the Company."

Short Explanation: Clauses 7.2 and 7.3 of the Constitution provide that the Directors may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Directors, and a Director so appointed must retire at the next Annual General Meeting of the Company following the appointment and is eligible for re-election at that Meeting.

Mr Remta was appointed to the Board on 24 September 2008 and accordingly seeks re-election as a Director.

3. Re-Election of Mr John Geary as Director

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

“That, pursuant to clause 7.3(a) of the Constitution of the Company and for all other purposes, Mr John Charles Geary, who retires in accordance with the Company’s Constitution and offers himself for re-election, is hereby re-elected as a Director of the Company.”

Short Explanation: The Company’s Constitution states that no Director may hold office without re-election past the Company’s third Annual General Meeting following the Director’s appointment or 3 years, which ever is the longer.

4. Election of Mr Brian John as Director

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

“That, pursuant to clause 7.2 (c) of the Constitution of the Company and for all other purposes, Mr Brian Mervyn John, having been nominated and who offers himself for election, is hereby elected as a Director of the Company.”

Short Explanation: Clauses 7.2(c) and (d) of the Constitution provide that the Company in general meeting may by ordinary resolution appoint any person as a Director and that person need not be a member of the Company.

In accordance with clauses 7.2(f) and (g) of the Constitution, Mr John has been properly nominated and has consented to his nomination.

5. Election of Mr Rocco Schirripa as Director

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

“That, pursuant to clause 7.2 (c) of the Constitution of the Company and for all other purposes, Mr Rocco Phillip Schirripa, having been nominated and who offers himself for election, is hereby elected as a Director of the Company.”

Short Explanation: Clauses 7.2(c) and (d) of the Constitution provide that the Company in general meeting may by ordinary resolution appoint any person as a Director and that person need not be a member of the Company.

In accordance with clauses 7.2(f) and (g) of the Constitution, Mr Schirripa has been properly nominated and has consented to his nomination.

6. Removal of Mr Denis McInerney as Director

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

“That, pursuant to provisions of section 203D (3) of the Corporations Act 2001 and clause 7.3(g) of the Constitution of the Company and for all of the purposes Mr Denis Vincent McInerney be removed as a Director of the Company.”

Short Explanation: On 24 September 2008 the Company received a requisition in accordance with the provisions of section 249D of the Corporations Act 2001 by Kimbriki Nominees Pty Ltd and other shareholders of the Company holding in total more than 5% of the votes that may be cast at a General Meeting of the Company for the Directors to call and arrange to hold a General Meeting to propose a resolution at that Meeting for the removal of Mr McInerney as a Director of the Company.

In view of the fact that the company was calling its Annual General Meeting after the requisition was received, the resolution for the removal of Mr McInerney was in accordance with the provisions of section 203D (2) of the Corporations Act included in the business to be considered by the Annual General Meeting.

7. Ratification of Prior Issue of Shares

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the allotment and issue of **20,000,000** fully paid ordinary shares in the capital of the Company to the parties, for the purposes and on the terms and conditions set out in the Explanatory Memorandum”.*

Short Explanation: The Company seeks Shareholder ratification and approval for the issue of Securities under ASX Listing Rule 7.4 in order to provide the Company with the flexibility to issue up to 15% of its Issued Capital in the next twelve (12) months without Shareholder approval.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons.

However the company need not disregard a vote if:

- it is cast by a person as 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.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or law.

DATED: 21 October 2008

JOHN C. GEARY
Company Secretary

Voting

Voting entitlements

In accordance with the Corporations Act 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 1.00pm (WDST) on 25 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting in person

A shareholder who is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the attached proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate Certificate of Appointment of Corporate Representative should be produced prior to admission.

Voting by proxy

Shareholders should complete the proxy form if they do not wish to attend the meeting and wish to appoint a proxy to attend and vote on their behalf. If you intend to attend the meeting, you do not need to complete the proxy form. However, please bring the proxy form with you to the meeting to assist with your registration.

You may still attend the meeting even if you have appointed a proxy. However, your proxy's authority is suspended in relation to any resolutions on which you choose to vote personally.

Appointing a second proxy

You may appoint up to 2 persons to act as your proxy to attend and vote on your behalf. If you wish to do this you must use a separate proxy form in respect of each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of each proxy form. You should photocopy the enclosed proxy form or request an additional proxy form to be sent to you.

Directing your proxy how to vote

If you wish to direct your proxy how to vote on any or all of the resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairman of the meeting as your proxy, but do not give directions on how to vote on a particular resolution, the Chairman will vote in favour of all the resolutions even if he has an interest in the outcome of those resolutions and votes cast by him as proxy holder will not be disregarded because of that interest.

Signing instructions

Individuals	The individual, who is the shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint shareholder, or their attorneys, must sign the form.
Companies	The company that is the shareholder must sign the form in accordance with section 127 of the Corporations Act either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

Lodging your proxy form

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am (WDST) on Monday 24 November 2008. Any proxy form received after that time will not be valid for the scheduled meeting.

In person	Yellow Rock Resources Limited 35 Great Eastern Highway Rivervale WA 6103
By mail	Yellow Rock Resources Limited PO Box 742 South Perth WA 6951
By fax	(08) 9361 5900

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on Wednesday 26 November 2008 at 11.00am (WDST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

Annual Financial Report

The first agenda item is to receive the Annual Financial Report of the Company for the period ended on 30 June 2008, comprising the Financial Statements, Directors' Report, Directors' Declaration and Independent Audit Report.

No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's Directors and Auditors in relation to the Company's results for that financial year.

The Board is seeking approval of the following ordinary resolutions:

Resolution 1 – Adoption of Remuneration Report

At a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders.

The Remuneration Report of the Company for the financial year ended 2008 is set out in the Directors' Report contained in the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Executives and Non-Executive Directors and Executive Employees of the Company.

Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

Resolution 2 – Re-Election of Mr Peter Remta

Clause 7.2(b) of the Company's Constitution states that the Directors may appoint any person as a Director of the company.

Under clause 7.3(c) of the Constitution, Directors so appointed must retire at the next Annual General Meeting of the Company and are eligible for re-election at that Meeting.

Mr Peter Remta was appointed on 24 September 2008 as an addition to the existing Directors and in accordance with Clause 7.3(b) of the Constitution, offers himself for re-election as a Director of the Company.

Mr Remta was a corporate lawyer before entering the mining and corporate investment industries as a director and legal consultant.

He has been involved with several successful stock exchange listings and corporate restructurings in Australia and overseas, and has also been both an executive and non-executive director of several stock exchange listed companies.

Mr Remta was the Honorary Consul – General for the Philippines and assisted with the setting up of that country's mining legislative regime.

Resolution 3 – Re- Election of Mr John Geary

Clause 7.3(a) of the Company's Constitution requires and Listing Rule 14.4 provides that a Director may not hold office without re-election past the third Annual General Meeting following the Director's appointment or 3 years, whichever is longer.

Mr Geary retires as a Director in accordance with Listing Rule 14.4 and clause 7.3(a) of the Constitution and being eligible, offers himself for re-election.

Mr Geary has over 30 years experience in the mineral exploration industry.

He has been involved in the operating of a contract drilling company, acquisition of mining tenements and the planning and implementation of many exploration programs. This has been complimented by his experience in economics, financial management and accounting.

Resolution 4 – Election of Mr Brian John

Clauses 7.2(c) and (d) of the Constitution of the Company state that the Company in general meeting may, by ordinary resolution, appoint any person as a Director, and a Director need not be a Member of the Company.

By clause 7.2(g) of the Constitution, a nomination of a person for Director must be a notice in writing signed by a Member entitled to attend and vote at the meeting of Members at which the election is proposed, and be accompanied by a notice in writing signed by the nominee consenting to the nomination. The Company must accept, by virtue of clause 7.2(f), nominations for the election of a Director, 35 Business Days prior to the date of the meeting of the Members at which the Director may be elected.

Jalein Pty Ltd, being a member of the Company, delivered to the registered office of the Company a nomination of Mr Brian John for Director at the Company's Annual General Meeting pursuant to Clause 7.2 of the Company's Constitution and a signed consent by Mr John to act as a Director pursuant to Section 201D of the Corporations Act.

Mr John has over 40 years experience in the banking arena, and was a senior state manager for one of Australia's largest retail banks.

He is actively involved as a finance and management consultant to several companies and chairman of a large and successful scrap metal business group.

Resolution 5 – Election of Mr Rocco Schirripa

Clauses 7.2(c) and (d) of the Constitution of the Company state that the Company in general meeting may, by ordinary resolution, appoint any person as a Director, and a Director need not be a Member of the Company.

By clause 7.2(g) of the Constitution, a nomination of a person for Director must be a notice in writing signed by a Member entitled to attend and vote at the meeting of Members at which the election is proposed, and be accompanied by a notice in writing signed by the nominee consenting to the nomination. The Company must accept, by virtue of clause 7.2(f), nominations for the election of a Director, 35 Business Days prior to the date of the meeting of the Members at which the Director may be elected.

Jalein Pty Ltd, being a member of the Company, delivered to the registered office of the Company a nomination of Mr Rocco Schirripa for Director at the Company's Annual General Meeting pursuant to Clause 7.2 of the Company's Constitution and a signed consent by Mr Schirripa to act as a Director pursuant to Section 201D of the Corporations Act.

Mr Schirripa has post graduate qualifications in banking and finance and over twenty five years experience in this industry. He has vast knowledge in managing treasury operations having spent thirteen years as treasurer of a large Australian finance company. During this tenure Mr Schirripa managed over \$1billion worth of borrowings and was involved in one of the very first securitisation issues of asset backed securities in Australia.

He is currently involved in the management of a very successful finance consulting business specialising in services to small and medium size companies.

Resolution 6 – Removal of Mr Denis McInerney as Director

Section 203D(1) of the Corporations Act provides that a listed public company may only remove a director of the Company from office by resolution of the members (shareholders) at a properly convened meeting.

Section 249D of the Corporations Act provides that the directors of the Company must call and arrange to hold a General Meeting of the shareholders on the request of shareholders with at least 5% of the total votes which may be cast at a General Meeting of the shareholders.

On 24 September 2008 the Company was given a requisition by Kimbriki Nominess Pty Ltd and other shareholders who collectively hold more than 5% of the votes that may be cast at a General Meeting of the Company, requesting the Directors to call and arrange to hold a General Meeting to propose a resolution at that Meeting for the removal of Mr McInerney as a Director of the Company in accordance with the provisions of section 203D of the Corporations Act.

In view of the fact that the company was calling its Annual General Meeting after the requisition was received, the resolution for the removal of Mr McInerney was in accordance with the provisions of section 203D (2) of the Corporations Act included in the business to be considered by the Annual General Meeting. It was considered in the best interests of the Company and for the sake of avoiding the necessity and expense of calling a further General Meeting to propose the resolution for the removal of Mr McInerney as part of the agenda of the business to be covered by the Annual General Meeting.

Mr McInerney has been a director of the company since 13 September 2005.

Resolution 7 – Ratification of Prior Issue of Shares

On 2 July 2008 the Company made an offer of a proposed placement of 20,000,000 fully paid ordinary shares at an issue price of 10 cents a share for the purposes of raising \$2,000,000 as general working capital.

It was made pursuant to an offer document issued by the company on 2 July 2008 as a result of which the Company issued 20,000,000 fully paid ordinary shares in its capital.

The shares were issued to a total of 44 persons some of whom were already existing shareholders of the company.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares. By obtaining Shareholder approval, the Company will retain the flexibility to issue 15% of the Company's issued share capital in any twelve (12) months without first obtaining Shareholder approval

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5 to assess the merits of the Resolution:

- a) the total number of Shares issued and allotted was 20,000,000 fully paid ordinary shares in the capital of the Company;
- b) the Shares were issued at an issue price of 10 cents a Share;
- c) the Shares were issued progressively to 44 persons between 2 July 2008 and 24 July 2008;
- d) the Shares allotted rank equally in all respects with the existing Shares on issue;
- e) a total of \$2,000,000 was raised from the issue of the Shares as general working capital;
- f) the Shares were issued to sophisticated investors under section 708 of the Corporations Act; and
- g) none of the persons to whom the Shares were issued is a related party of the Company although some of them are existing Shareholders.

The capital raised by the issue will be principally applied by the Company in carrying out the planned exploration and development programmes on its vanadium project at Gabanintha. This will include a detailed technical assessment and review, followed by a scoping study.

The Board recommends Shareholders vote in favour of Resolution 7 as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

DEFINITIONS

ASX	means ASX Limited (ABN 98 008 624 691)
ASX Listing Rules	means the official listing rules of ASX
Corporations Act	means the Corporations Act 2001 (Commonwealth)
Directors	means the current directors of the Company
Explanatory Memorandum	means this Explanatory Memorandum
GPN or the Company	means Greater Pacific Gold Limited (ABN 12 009 076 242)
Member	means a Shareholder
Notice	means the notice of annual general meeting which forms part of this Explanatory Statement
Share	means a fully paid ordinary share in the capital of the Company and Shares has a corresponding meaning
Shareholder	means a holder of a Share

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Yellow Rock Resources Limited
ACN: 116 221 740

Proxy Form
Please return this Proxy Form to the Company's Registered Office

35 Great Eastern Highway, Rivervale WA 6103
POSTAL ADDRESS: P.O. Box 742 South Perth WA 6951
or
By facsimile on (08) 9361 5900

Member Details

Name:
Address:
Contact Telephone No:
Contact Name (if different from above):

Appointment of Proxy

I/We being a Member/s of Yellow Rock Resources Limited and entitled to attend and vote hereby appoint

Mark the above with an "X" if the Chairman of the Meeting is to be your Proxy

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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, as the proxy sees fit) at the Annual General Meeting of Yellow Rock Resources Limited to be held in The Sutherland Room, City West Reception Centre, 45 Plaistowe Mews, West Perth, Western Australia on Wednesday 26 November 2008 at 11.00am (WDST) and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all the resolutions

		For	Against	Abstain*
Resolution 1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-Election of Mr Peter Remta as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Re-Election of Mr John Geary as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Election of Mr Brian John as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Election of Mr Rocco Schirripa as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.	Removal of Mr Denis McInerney as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7.	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for resolutions 1 to 7, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. Appointment of a second proxy (see instructions overleaf).
If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form.

%

PLEASE SIGN HERE
implemented

This section must be signed in accordance with the instructions overleaf to enable your directions to be

Individual or Member 1

Sole Director and
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary