



PHOSPHATE RESOURCES LIMITED

ABN 77 009 396 543

PROXY FORM

**FOR THE ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD AT THE CONFERENCE ROOM AT
PERTH ZOO, 20 LABOUCHERE ROAD, SOUTH PERTH,
WESTERN AUSTRALIA
(ENTRANCE OFF CAR PARK)
ON MONDAY 23 NOVEMBER 2008
AT 10.30AM (WST)**

PHOSPHATE RESOURCES LIMITED

ABN 77 009 396 543

P R O X Y F O R M

I / We _____

of _____

being a member(s) of the above named company, **HEREBY APPOINT:**

(a) _____ of _____

in respect of _____% of my voting rights,

AND:

(b) _____ of _____

in respect of _____% of my voting rights,

or failing him/her, the Chairman of the Meeting as my/our Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the Conference Room at Perth Zoo, 20 Labouchere Road , South Perth, Western Australia (entrance off Car Park) on Monday 23 November 2009 at 10.30am (WST) and at any adjournment thereof in the manner indicated below, or in the absence of indication, as my/our Proxy thinks fit.

I N S T R U C T I O N S A S T O V O T I N G

PLEASE INDICATE WITH A CROSS "X"
HOW YOU WISH YOUR VOTE TO BE CAST

BUSINESS:

ORDINARY RESOLUTION:

FOR AGAINST ABSTAIN

Resolution 1: RE-ELECTION OF CHAN KHYE MENG
AS A DIRECTOR

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2: RE-ELECTION OF CLIVE BROWN
AS A DIRECTOR

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3: APPROVAL OF DIRECTORS FEES

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signed this _____ day of _____ 2009

If the Shareholder is an Individual:

By the Shareholder _____

In the presence of _____

If the Shareholder is a Company:

in accordance with Section 127 of the Corporations Act

SIGNED BY

Sole Director or

Director

Director / Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING OF SHAREHOLDERS OF THE COMPANY IS ENTITLED TO APPOINT NOT MORE THAN TWO PROXIES TO ATTEND AND VOTE INSTEAD OF THE MEMBER.
2. IF TWO PROXIES ARE APPOINTED, EACH PROXY MUST BE APPOINTED TO REPRESENT A SPECIFIED PROPORTION OF THE MEMBER'S VOTING RIGHTS.
3. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
4. IF TWO PROXIES ARE APPOINTED BUT NO PERCENTAGES ARE SPECIFIED, THE CORPORATIONS ACT PROVIDES THAT EACH PROXY MAY EXERCISE HALF THE MEMBER'S VOTES.
5. IN THE CASE OF JOINT SHAREHOLDERS, THIS FORM MUST BE SIGNED BY AT LEAST ONE OF THE JOINT SHAREHOLDERS, PERSONALLY OR BY THEIR ATTORNEY.
6. CORPORATE SHAREHOLDERS MAY EXECUTE THIS FORM UNDER COMMON SEAL OR WITHOUT COMMON SEAL. THE FORM MUST IN BOTH CASES EITHER BE WITNESSED BY OR BE SIGNED BY:
 - (1) two directors of the company; or
 - (2) a director and a company secretary of the company; or
 - (3) for a proprietary company that has a sole director who is also the sole company secretary – that director. For the purposes of the Corporations Act where the form is signed by one person the Company is entitled to assume that the form has been duly executed, but only if it is stated next to the signature that the person acts in the capacity of sole director and sole company secretary of the Company.
7. TO BE EFFECTIVE, THIS PROXY TOGETHER WITH ANY POWER OF ATTORNEY UNDER WHICH IT IS EXECUTED OR A NOTARIALY CERTIFIED COPY OF THE POWER OF ATTORNEY, MUST BE DELIVERED TO THE COMPANY:

<p>At its Registered Office By Hand, addressed to: The Company Secretary Phosphate Resources Limited 11 Lyall Street South Perth WA 6151</p>	<p>or By Mail Addressed to: The Company Secretary Phosphate Resources Limited P.O. Box 1194 South Perth WA 6951</p>
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TO BE RECEIVED BY THE COMPANY NO LATER THAN 10.30AM (WST) ON SATURDAY 21 NOVEMBER

2009.

8. CORPORATE SHAREHOLDERS MAY APPOINT AN INDIVIDUAL AS A REPRESENTATIVE TO ATTEND AND VOTE FOR THAT CORPORATION AT THE MEETING IN ACCORDANCE WITH THE CORPORATIONS ACT. APPOINTMENTS OF REPRESENTATIVES BY CORPORATIONS MUST BE RECEIVED BY THE COMPANY NO LATER THAN 10.30 AM (WST) SATURDAY 21 NOVEMBER 2009.
9. AN ELECTRONICALLY TRANSMITTED FACSIMILE OF ANY INSTRUMENT APPOINTING A PROXY RECEIVED BY THE COMPANY PRIOR TO THE TIME REFERRED TO IN PARAGRAPH 7 ABOVE AND APPARENTLY SIGNED BY THE APPOINTOR OR HIS/HER OR ITS ATTORNEY WILL BE SUFFICIENT TO CONSTITUTE A VALID INSTRUMENT OR PROXY.
10. THE FACSIMILE NUMBER TO WHICH A PROXY FORM MAY BE SENT IS: **FAX +618 9474 6877**
11. FOR THE PURPOSES OF THIS MEETING, SHARES WILL BE TAKEN TO BE HELD BY PERSONS WHO ARE REGISTERED SHAREHOLDERS AT 10.30AM WST ON SATURDAY 21 NOVEMBER 2009. ACCORDINGLY, SHARE TRANSFERS REGISTERED AFTER THAT TIME WILL BE DISREGARDED IN DETERMINING ENTITLEMENTS TO ATTEND AND VOTE AT THE MEETING.