

PACIFIC NIUGINI LIMITED

(formerly Chrome Corporation Ltd)

ACN 003 207 467

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

25 November 2010

TIME OF MEETING

10.00am Brisbane Time

PLACE OF MEETING

Level 18, Riverside Centre

123 Eagle Street

BRISBANE QLD 4000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

PACIFIC NIUGINI LIMITED
ACN 003 207 467

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pacific Niugini Limited (“**Company**”) will be held at Level 18, Riverside Centre, 123 Eagle Street, Brisbane, Queensland 4000 on Thursday, 25 November 2010 commencing at 10.00am Brisbane Time.

An Explanatory Memorandum containing information in relation to the following Resolutions accompanies this Notice of Meeting.

Please note terms used in the Resolutions contained in this Notice of Meeting have the same meaning as set out in the glossary of the Explanatory Memorandum accompanying this Notice.

AGENDA

BUSINESS

Financial Statements for the Year Ended 30 June 2010

To receive and consider the Financial Statements of the Company, the Directors’ Report and the Auditor’s Report for the year ended 30 June 2010, as set out in the 2010 Annual Report placed before the meeting.

Resolution 1 – Adoption of Remuneration Report

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

"That Shareholders adopt the Remuneration Report for the financial year ended 30 June 2010 set out in the Company's financial statements for the same financial year."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Election of Mr Paul Mathew Cmerlec as a Director

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

"That Mr Paul Mathew Cmerlec, having been appointed by the Board as an additional Director on 3 June 2010 and who ceases to hold office in accordance with clause 13.5 of the Company's Constitution and, being eligible for election, be elected as a Director."

Resolution 3 – Re-Election of Mr Peter Gerard Cook as a Director

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

"That Mr Peter Cook, who retires by rotation in accordance with clause 13.2 of the Company's Constitution and who offers himself for re-election, be re-elected a Director."

Resolution 4 – Ratification of 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 the issue of 30,450,000 fully paid ordinary shares (**Placement Shares**) via a private placement to sophisticated investors (being investors who fell within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001) (**Investors**)."*

The Company will disregard any votes cast on this Resolution by the investors, who were issued with Placement shares (see the Explanatory Statement for further details of the Investors) and any associate of the investors who was issued with Placement Shares.

However, the Company will 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.

Resolution 5 – Change of Auditor

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

"That BDO Audit (QLD) Pty Ltd A.B.N 134 022 870, be appointed auditor of the company"

By Order of the Board of Directors

Dennis Lovell
Company Secretary
Pacific Niugini Limited

22 October 2010

PACIFIC NIUGINI LIMITED
ACN 003 207 467

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Pacific Niugini Limited ("**Company**") in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Level 18, Riverside Centre, 123 Eagle Street, Brisbane, Queensland 4000 on Thursday, 25 November 2010 commencing at 10.00am Brisbane Time.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the Glossary as contained in this Explanatory Memorandum.

FINANCIAL REPORTS

Shareholders will be given an opportunity to ask questions of the Directors in relation to the financial statements of the Company at the Annual General Meeting.

For those Shareholders who have elected not to receive a hard copy of the Annual Report, it can be accessed on the Company's website at: <http://www.niugini.com.au>

Resolution 1 – Adoption of Remuneration Report

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2010.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to section 250R(3), the vote on this Resolution is advisory only and does not bind the Board or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 – Election of Mr Paul Mathew Cmrlec as a Director

Pursuant to clause 13.5 of the Company's Constitution, the Directors may appoint any person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. However, under clause 13.5 of the Company's Constitution, any such appointment terminates at the conclusion of the next annual general meeting following the appointment. The Director is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolution 2 is an ordinary resolution and provides for confirmation of the appointment of Mr Paul Mathew Cmrlec to the Board pursuant to the Company's Constitution.

The Board appointed Mr Cmrlec as a Director on 3 June 2010.

Mr Cmrlec holds a Bachelor of Mining Engineering degree from the University of South Australia. He specialises in feasibility studies and project development and has held a number of operational and planning roles, including the position of Underground Manager at several Western Australian gold Mines. He was previously the Group Underground Mining Engineer for Harmony Gold Australia, and is currently the Group Mining Engineer for Metals X Limited.

His recent experience includes the general management of major feasibility studies for the Wafi Copper-Gold deposit in Papua New Guinea, and the Wingellina Nickel-Cobalt deposit in the Central Musgraves region of Western Australia. Direct liaison with Traditional Landowners, their representatives, and government stakeholders has been a key requirement in both of these roles.

He is also a non-executive director of Westgold Resources Limited.

Mr Cmrlec is a non-executive director of Pacific Niugini Limited.

Resolution 3 – Re-Election of Mr Peter Cook as a Director

Resolution 3 seeks approval for the re-election of Mr Peter Cook as a Director with effect from the end of the Meeting.

Clause 13.2 of the Company's Constitution provides that at each annual general meeting one-third of the Directors (except the Managing Director or any alternate Director) or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director (except the Managing Director or any alternative Director) holds office for more than 3 years, shall retire from office. Clause 13.2 of the Company's Constitution also provides that the Directors who are to retire are those of the Directors who have been in office the longest since their last election.

Mr Cook retires from office in accordance with this requirement and submits himself for re-election as a Director.

Mr Cook is a Geologist and Mineral Economist and is the current Non-Executive Chairman and former Managing Director of Metals X Ltd. In the past decade he has been the Managing Director of Hill 50 Ltd, Harmony Gold Australia Pty Ltd, Abelle Ltd and Bluestone Tin Ltd.

He is currently the Non-Executive Chairman of Aragon Resources Ltd and a non-executive director of Westgold Resources Ltd and Metals X Ltd.

Mr Cook is the non-executive Chairman and acting CEO of Pacific Niugini Limited.

Mr Peter Cook retires from office in accordance with this requirement and submits himself for re-election as a Director.

Resolution 4 – Ratification of Issue of Shares

This resolution seeks the ratification of shareholders for the previous issue of 30,450,000 Shares which was completed in September 2010 and announced to the market on 1 September 2010.

Under ASX Listing Rule 7.1, the Company is limited to issuing up to 15% of its issued capital in any 12 month period without shareholder approval, subject to certain exceptions.

An issue of shares made without specific approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the original issue did not breach ASX Listing Rule 7.1 and is subsequently approved by ordinary shareholders pursuant to the provisions of ASX Listing Rule 7.4.

Pursuant to the provisions of ASX Listing Rule 7.5, the following information is supplied to shareholders in respect of Resolution 1.

Number of Securities Allotted:	30,450,000 Shares
Price at which the Securities were issued:	\$0.20 per Share
Terms of the Securities:	Fully Paid Ordinary Shares
Name of the allottees (Investors):	Sophisticated Investors or Professional Investors who are clients of Williams Debroe, London and Cameron Stockbrokers Ltd, Sydney.
Use of the funds:	The proceeds will provide working capital for expanded exploration, development and acquisitions for the Company's PNG and Pac-Rim exploration projects and strategy.
Date of Allotment	6 September 2010.

Resolution 5 – Change of Auditor

As a result of the relocation of the Company from Perth to Brisbane, BDO Audit (WA) Pty Ltd has given notice of their intention to resign as auditor of the Company subject to receipt of consent from the Australian Securities and Investments Commission (ASIC).

Subject to ASIC consenting to BDO Audit (WA) Pty Ltd resigning as auditor of the Company, it is proposed that the Company appoint BDO Audit (QLD) Pty Ltd as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act 2001, the company has sought and obtained a nomination from a shareholder for BDO Audit (QLD) Pty Ltd to be appointed as the Company's auditor. A copy of the notice of nomination is attached.

BDO Audit (QLD) Pty Ltd has given its consent to act as auditor subject to ASIC's consent to the resignation of BDO Audit (WA) Pty Ltd and subject to shareholder approval of resolution 5.

PROXIES

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.
- A proxy may but need not be a Shareholder of the Company.
- The instrument appointing the proxy must be in writing, executed by the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer of his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the Meeting. For the convenience of Shareholders a Proxy Form is enclosed.

ENTITLEMENT TO VOTE

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at 6.00pm Brisbane Time on 23 November 2010 will be entitled to attend and vote at the Annual General Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the Meeting.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

ASX	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors of the Company.
Company	means Pacific Niugini Limited ACN 003 207 467 (formerly Chrome Corporation Ltd).
Constitution	means the constitution of the Company.
Corporations Act	means Corporations Act 2001.
Director	means a director of the Company.
Director Option	means an Option having the terms and conditions set out in Annexure A to this Explanatory Memorandum.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Listing Rules	means the listing rules of ASX.
Meeting	means the annual general meeting the subject of the Notice.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Option	means an option to acquire a Share.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.
EST	means Australian Eastern Standard Time.

PACIFIC NIUGINI LIMITED
ACN 003 207 467
PROXY FORM

The Company Secretary
Pacific Niugini Limited
Registered Office Address: 14/46 Douglas Street
MILTON QLD 4064
Facsimile: (07) 3368 2998
Email: admin@niugini.com.au

I/We (name of shareholder)
of (address)
being a member/members of PACIFIC NIUGINI LIMITED HEREBY APPOINT
(name)
of (address)
and/or failing him (name)
of (address)
or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and
on my/our behalf at the Annual General Meeting of the Company to be held at Level 18, Riverside Centre, 123
Eagle Street, Brisbane, Queensland on Thursday, 25 November 2010 commencing at 10.00am Brisbane Time,
and at any adjournment of the Meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Election of Mr Paul Mathew Cmrlec as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-Election of Mr Peter Cook as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

The Chairman intends to vote any undirected proxies in favour of the Resolutions.

***This Proxy is appointed to represent ___ % of my voting right, or if 2 proxies are appointed Proxy 1
represents ___% and Proxy 2 represents ___% of my total votes
My total voting right is _____ shares***



If the Chairman of the 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 Resolution 4, please place a mark in the box opposite. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Resolution 4 and votes cast by the Chairman of the Meeting for that Resolution 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, then if the Chairman has an interest in Resolution 4 other than as member, the Chairman will not cast your votes on those Resolutions and your votes will not be counted in calculating the required majority if a poll is called on those Resolutions. The Chairman intends to vote 100% of all open proxies in favour of each Resolution.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Dated: 2010

Dated: 2010

Dated: 2010

If the shareholder is a company:

Affix common seal (if required by constitution)

Contact Name

Contact Daytime Telephone

Date

Pacific Niugini Limited
INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by at least one of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, by post, facsimile or e-mail to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the Resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.

7. The Chairman intends to vote in favour of all Resolutions in relation to undirected proxies.

LOVELL & CO SUPERANNUATION FUND

ABN 98 468 176 079

P.O. Box 681 Indooroopilly

Tel: (07)3720 8011

Queensland 4068

Fax: (07)3371 1115

28 September 2010.

The Secretary

Pacific Niugini Ltd

C/- P O Box 1578

Toowong Qld 4066

Dear Sir,

The undersigned, being a member of Pacific Niugini Ltd, hereby nominates BDO Audit (QLD) Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully,

D J Lovell - Trustee