

7 April 2009

The Manager
Companies Announcement Platform
Australian Stock Exchange Limited

Notice of General Meeting

Please find attached the following General Meeting documentation despatched today to all shareholders of Meridian Minerals Limited:-

1. Notice of Meeting
2. Explanatory Statement
3. Proxy Form

Yours faithfully



Roslynn Shand
Company Secretary
Meridian Minerals Limited

MERIDIAN MINERALS LIMITED

ABN 93 125 277 634

NOTICE OF GENERAL MEETING

and

EXPLANATORY STATEMENT

DATE AND TIME OF MEETING

Tuesday, 5 May 2009 at 3.00pm

PLACE OF MEETING

Meridian Minerals Limited
Unit F6
Level 1, 'The Precinct'
12 Browning Street
West End Queensland 4101

Notice of Meeting of Shareholders

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of MERIDIAN MINERALS LIMITED ABN 93 125 277 634 (Company) will be held on Tuesday, 5 May 2009 commencing at 3.00pm at the offices of Meridian Minerals Limited, Unit F6, Level 1, 'The Precinct', 12 Browning Street, West End in the State of Queensland.

AGENDA

RESOLUTIONS

ORDINARY

1. Ratification of Prior Securities Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior allotment and issue of a total of 11,818,000 fully paid ordinary shares in the capital of the Company as disclosed in the Explanatory Statement accompanying this Notice of Meeting".

Voting Exclusion

The Company will disregard any votes cast on this Resolution 1 by Macquarie Bank Limited and Armada Capital Pty Limited or any associate of Macquarie Bank Limited and Armada Capital Pty Limited. 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 a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

2. Approval to Issue Ordinary Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 26,250,000 fully paid ordinary shares in the Company at any time during the period of 3 months after the date of the General Meeting at an issue price per Share of 2 cents each, by way of a placement to investors that may be identified by the Company who that fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act. Full details of the nature of the allotment of Shares are set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast on this Resolution 2 by any person who may participate in the issue of securities identified in this resolution or any person who may obtain a benefit from the issue of securities identified in this resolution or any associate of such a person. 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 a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

3. Approval to Issue Ordinary Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 25,000,000 ordinary shares in the Company at any time during the period of 3 months after the date of the General Meeting at a minimum issue price per Share which is at least 80% of the average market price of the Company's Shares over the last five trading days prior to the day on which the issue is made, by way of a placement to investors that may be identified by the Company who fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act. Full details of the nature of the allotment of Shares are set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by any person who may participate in the issue of securities identified in this resolution or any person who may obtain a benefit from the issue of securities identified in this resolution or any associate of such a person. 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 a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Resolutions 2 and 3 - Short Explanation: An equity issue can be approved by Shareholders in accordance with the Listing Rules. This allows the Company the flexibility to issue securities in the future over and above the threshold of 15% of the total ordinary shares in any 12 month rolling period.

Please refer to the Explanatory Statement attached to this Notice of Meeting for more information regarding Resolutions 1 to 3.

By order of the Board
Roslynn Shand
Company Secretary
6 April 2009

ATTENDANCE AND VOTING AT THE MEETING

In accordance with applicable law, the Directors have made a determination that all the Shares of the Company are taken, for the purposes of determining the right of members to attend and vote at the meeting, to be held by persons who held them at the close of business on 3 May 2009. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

You may vote by attending the meeting in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney.

Every question arising at this General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

PROXIES

A member who is entitled to attend and vote at the meeting may appoint a person, who need not be a member of the Company, as the member's proxy to attend and vote on behalf of the member.

A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the meeting:

- by delivery or mail to the registered office of Meridian Minerals Limited, Unit F6, Level 1, 'The Precinct', 12 Browning Street, West End Qld, 4101 (GPO Box 5025, West End Qld 4101); or
- by facsimile to facsimile number – (07) 3844 6555.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

MERIDIAN MINERALS LIMITED
ACN 124 277 634
EXPLANATORY STATEMENT

IMPORTANT NOTICE

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

If you are in doubt about what to do in relation to the proposals, you should consult your financial or other professional adviser.

Words or expressions used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

This Explanatory Statement is dated 6 April 2009.

BACKGROUND TO THE RESOLUTIONS

RESOLUTION 1 RATIFICATION OF PRIOR SECURITIES PLACEMENT

1 Explanation

Resolution 1 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of a total of 11,818,000 fully paid ordinary shares in the capital of the Company as detailed in the Schedule below.

ASX Listing Rule 7.1 prohibits (subject to certain exceptions such as pro-rata issues and bonus issues) the Company from issuing or agreeing to issue new securities representing more than 15% of its total issued ordinary shares during the following 12 month period, without shareholder approval.

ASX Listing Rule 7.4 permits an issue of shares to be approved retrospectively. It provides that an issue of securities is deemed to have been made with shareholder approval if Listing Rule 7.1 is not breached at the time the securities were issued and shareholders subsequently approve (ratify) the issue.

By shareholders approving the issue of securities it enables the Company to give the Board flexibility to issue further securities up to the 15% limit over the following 12 month period. Once the issue of the total number of 11,818,000 ordinary shares is approved, these securities will not be counted as a new issue for the purposes of the 15% limit in Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the information listed below be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4.

The Shares allotted and issued rank equally in all respects with all existing issued Shares. The funds were raised for working capital purposes.

SCHEDULE

Date of issue	Parties	Price per Share	Number of Shares
11 December 2008	Macquarie Bank Limited <Metals & Energy a/c>	8 cents	2,250,000
6 April 2009	Armada Capital Pty Limited <Clients a/c>	2 cents	9,568,000

Macquarie Bank Limited and Armada Capital Pty Limited are not related parties of the Company.

2 Recommendation

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

RESOLUTION 2 ISSUE OF ORDINARY SHARES

1 Introduction

Resolution 2 referred to in the accompanying Notice of Meeting seeks Shareholder approval for the purpose of Listing Rule 7.1.

The Company intends to use the proceeds from the issue of the Placement Shares to:

- (a) Continue with an advanced project assessment program whose goal is to source projects for the Company which have the potential to provide a cash flow and to allow the company to move from being a junior explorer to being a producer;

- (b) Complete due diligence on advanced gold, copper and other base metal projects which have the potential to be put in to production and provide the Company with a cash flow within the short to medium term;
- (c) Undertake further exploration on the Company's portfolio of copper-gold projects through central New South Wales. This exploration may include drill testing of the copper-gold and geophysical anomaly at the Ashes prospect on the North Parkes Project; and
- (d) Provide additional working capital.

The Directors reserve the right to vary the application of funds in the best interests of all Shareholders. The costs of the placement will be met by funds allocated from working capital.

2 Explanation

2.1 The Company proposes to undertake the allotment and issue of up to 26,250,000 Shares at a placement price of 2 cents per Share by way of a placement to those investors that may be identified by the Company or that fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act.

2.2 Listing Rule Requirements

Under Listing Rule 7.1, the prior approval of Shareholders is required to the proposed Placement Shares because the securities to be issued will exceed 15% of the number of securities on issue at the commencement of the previous 12 month period. In compliance with the requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to the proposed Placement Shares:

- (a) The Placement Shares will be issued not later than 3 months after the date of Shareholder approval.
- (b) The Placement Shares will be issued at an issue price of 2 cents per Share.
- (c) The Placement Shares will be issued to investors who fall within the definition of "sophisticated" or "professional" investors under sections 708(8) or 708(11) of the Corporations Act.
- (d) The Placement Shares issued will rank equally in all respects with existing Shares from the issue date, on the terms of the Constitution.
- (e) The intended use of the funds raised from the Placement Shares is described in section 1 above.

As Shareholder approval is only being sought under Listing Rule 7.1, the Shares cannot be issued to related parties of the Company as defined in Listing Rule 10.11, including, but not limited to, Directors and their spouses, entities controlled by Directors and controlling Shareholders of the Company.

2.3 This Resolution if passed, will allow the Company to issue up to 26,250,000 Shares to raise additional funds which the Directors believe can offer the following advantages to the Company and its current Shareholders:

- (a) The funds raised will allow the Company to advance its development activities.
- (b) These funds and the plans that can then be put in place are expected to assist the Company with its ongoing expansion. Without the funds the Company may have to curtail its expansion plans until alternative funding is available, which may or may not see the Company lose some competitive positioning.

2.4 This issue of up to 26,250,000 Shares could bring the following disadvantage to the Company and its current Shareholders:

- (a) The additional Shares issued will dilute the shareholdings of current Shareholders. Accordingly, the relative voting power of each Shareholder and the corresponding control over the affairs of the Company will be reduced.

3 Recommendation

The Board unanimously recommends that eligible Shareholders vote in favour of Resolution 2.

RESOLUTION 3 APPROVAL TO ISSUE ORDINARY SHARES

1 Introduction

Resolution 3 referred to in the accompanying Notice of Meeting seeks Shareholder approval for the purpose of listing Rule 7.1.

2 Background on the Company and the Placement of Shares

Corporate Summary

The Company's main activity is an advanced project search aimed at securing a project which will provide the company with a cash flow within the short to medium term. The Company is also looking to advance its portfolio of gold and copper projects in New South Wales and South Australia, with a particular emphasis on the drill testing of several high quality targets on the Company's projects at Parkes and Orange in Central New South Wales.

The approval sought under Resolution 3 is designed to give the Company additional fund raising flexibility by broadening the funding alternatives over and above the general placement capacity provided to it under ASX Listing Rule 7.1. The use of funds raised will fall within the parameters detailed below.

Use of Funds

In the event that the Company was to utilise the authority granted pursuant to Resolution 3, any such fund raising would be directed towards:

- (a) Due diligence activities on identified advanced gold, copper or other base metal projects and project generation activities to identify new projects for assessment;
- (b) Completing the acquisition of an advanced gold, copper or other base metal project which has the potential to provide a cash flow to Meridian in the short term;
- (c) Continuing with its planned exploration and drilling programmes at its New South Wales projects, particularly in light of recent encouraging results received from the Bones and Ashes prospects; and
- (d) Providing additional working capital for ongoing corporate costs.

The Directors reserve the right to vary the application of funds in the best interests of all Shareholders.

3 The Resolution

3.1 Approval of Placement of Shares

The Company proposes to undertake the allotment and issue of up to 25,000,000 new fully paid ordinary shares no later than 3 months after the date of the General Meeting at a minimum price that is at least 80% of the average market price of the Company's Shares over the last five trading days prior to the day on which the issue is made, by way of a placement to investors that may be identified by the Company or that fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act.

3.2 Listing Rule Requirements

Under Listing Rule 7.1, the prior approval of Shareholders is required to the proposed Placement Shares because the securities to be issued will exceed 15% of the number of securities on issue at the commencement of the previous 12 month period.

In compliance with the requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to the proposed Placement Shares:

- (a) The Placement Shares may be issued as soon as practicable after the date of the General Meeting and in any event not later than 3 months after the date of the General Meeting.
- (b) The Placement Shares will be issued at a minimum issue price that is at least 80% of the average market price of the Company's Shares over the last five trading days prior to the day on which the issue is made.
- (c) The Placement Shares will be issued to investors that are identified by the Company or its brokers who fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act. The Company reserves the right to pay any broker a commission on all monies raised from allottees introduced by the broker.

The Company does not intend that the Shares to be issued under Resolution 3 will be issued to any person or persons in such numbers that will trigger the takeover provisions in Part 6.1 of the Corporations Act 2001, without prior Shareholder approval.

- (d) The Company may not necessarily issue the maximum number of Shares for which authority has been granted and may in its absolute discretion issue such lesser number as it may determine.
- (e) Placement Shares issued will rank equally in all respects with existing Shares from the issue date, on the terms of the Constitution.
- (f) The intended use of the funds raised from the Placement Shares is described in section 2 above.

As Shareholder approval is only being sought under Listing Rule 7.1, Placement Shares cannot be issued to related parties of the Company as defined in Listing Rule 10.11, including (but not limited to) Directors and their spouses, entities controlled by Directors, and controlling Shareholders of the Company.

3.3 The Resolution if passed, will allow the Company to issue up to 25,000,000 Shares to raise additional funds which the Directors believe can offer the following advantages to the Company and its current Shareholders:

- (a) The funds raised will allow the Company to advance its development activities, and
- (b) These funds and the plans that can then be put in place are expected to assist the Company with its ongoing expansion.

3.4 This issue of up to 25,000,000 Shares could bring the following disadvantages to the Company and its current Shareholders:

- (a) the additional Shares will dilute the holdings of current Shareholders. Accordingly, the relative voting power of each Shareholder and the corresponding control over the affairs of the Company will be reduced.

4 Recommendation

The Board unanimously recommends that eligible Shareholders vote in favour of this Resolution 3.

Glossary

In this Explanatory Statement and the Notice of Meeting:

ASX means ASX Limited ACN 008 624 691;

Board means the board of directors of the Company;

Company means Meridian Minerals Limited ABN 93 125 277 634;

Constitution means the constitution of the Company currently in force;

Corporations Act means the Corporations Act 2001 (Cth);

Directors means the Directors of the Company as at the date of this Explanatory Statement being Ray Miller, Morrice Cordiner, Mike Howard, Jeremy Read and Paul Niardone;

Explanatory Statement means this explanatory statement that accompanies and forms part of the Notice of Meeting;

Listing Rules means the Official Listing Rules of ASX;

Notice of Meeting means the notice of general meeting dated 6 April 2009 which this Explanatory Statement accompanies;

Placement Shares means the Shares proposed to be issued pursuant to Resolutions 2 and 3

Resolution means the resolutions referred to in the Notice of Meeting;

Share means a fully paid ordinary share in the Company; and

Shareholder means a holder of Shares.

MERIDIAN MINERALS LIMITED

ACN 125 277 634

PROXY FORM

SHAREHOLDER/S NAME/S AND ADDRESS - PLEASE COMPLETE IN BLACK INK

Name/s:

Address/es:

I/we appoint as my/our proxy the person named below at the General Meeting of Meridian Minerals Limited ("Company") to be held at 3.00pm on Tuesday, 5 May 2009 at the offices of Meridian Minerals Limited, Unit F6, Level 1, 'The Precinct', 12 Browning Street, West End in the State of Queensland and at any adjournment thereof.

APPOINTMENT OF PROXY: I/We being a member of Meridian Minerals Limited and entitled to vote and attend hereby appoint

The Chairman of the meeting OR (mark with an 'X')

If you are not appointing the Chairman of the meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to 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 General Meeting of Meridian Minerals Limited to be held at 3.00pm on Tuesday, 5 May 2009 at the offices of Meridian Minerals Limited, Unit F6, Level 1, 'The Precinct', 12 Browning Street, West End in the State of Queensland and at any adjournment of that meeting.

VOTING DIRECTIONS TO YOUR PROXY – please mark

to indicate your directions. If you leave your proxy undirected with respect to any resolution and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those resolutions.

No	RESOLUTION	FOR	AGAINST	ABSTAIN*
1	<i>Ratification of the issue of 11,818,000 shares</i>			
2	<i>Approval for the Company to allot and issue up to 26,250,000 fully paid ordinary shares in the Company at any time during the period of 3 months after the date of the General Meeting at an issue price per Share of 2 cents each, by way of a placement to investors that may be identified by the Company who fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act.</i>			
3	<i>Approval for the Company to allot and issue up to 22,500,000 ordinary shares at any time during the period of 3 months after the date of the General Meeting at a minimum issue price per Share which is at least 80% of the average market price of the Company's Shares over the last five trading days prior to the day on which the issue is made by way of a placement to investors that may be identified by the Company who fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act.</i>			

If you leave your proxy undirected with respect to any resolution and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those resolutions.

*If you mark the Abstain box for a particular item, 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.

Appointing a second Proxy: We wish to appoint a second proxy

Mark with an "X" if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy

PLEASE SIGN HERE This section *must* be signed in accordance with the instruction overleaf to enable your directions to be implemented

Individual or Security holder 1

Security holder 2

Security holder 3

Individual/Sole Director and Sole Company Secretary

Director

Director/Company Secretary

IMPORTANT – This Proxy Form (and any power of attorney under which it is signed) **MUST** be received no less than 48 hours before the proposed time for the meeting. Any Proxy Form received after that time will not be valid.

NOTES FOR COMPLETION OF PROXY FORM

1. YOUR ADDRESS

This is the address that should appear on the Company's share register. Security holders sponsored by a broker (in which case your reference number will commence with an 'X') should advise their broker of any change of address. **Please note you cannot change ownership of your securities using this form.**

2. APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

3. VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

5. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate security holder or proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com.au

RECEIPT OF PROXIES

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 3.00pm on Tuesday, 5 May 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents must be lodged:

IN PERSON: By delivery to the registered office of Meridian Minerals Limited – Unit F6, Level 1, 'The Precinct', 12 Browning Street, West End Queensland 4101

BY MAIL: By mailing your Proxy Form to the registered office of Meridian Minerals Limited - Unit F6, Level 1, 'The Precinct', 12 Browning Street, West End Queensland 4101 **OR** GPO Box 5025 West End Queensland 4101

BY FAX: By faxing your Proxy Form to +61 7 3844 6555