

ASX / Media Release

19 October 2009

The Manager
Companies Announcement Platform
Australian Stock Exchange Limited

Please find attached the following documentation as despatched to all shareholders:

1. Notice of Annual General Meeting and Explanatory Statement; and
2. Proxy Form

The 2009 Annual Financial Report has also been sent to those shareholders who requested a hard copy.

An electronic copy of all documentation is available on the Company's website at www.meridianminerals.com.au

Yours faithfully



Roslynn Shand
Company Secretary
Meridian Minerals Limited

MERIDIAN MINERALS LIMITED

ABN 93 125 277 634

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY STATEMENT

DATE AND TIME OF MEETING

20 November 2009 at 1pm

PLACE OF MEETING

First Fleet Room
Level 1
Christie Corporate Centre
320 Adelaide Street
Brisbane Qld

Notice of Meeting of Shareholders

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Shareholders of MERIDIAN MINERALS LIMITED ABN 93 125 277 634 (Company) will be held on Friday, 20 November 2009 commencing at 1pm (Qld time) at the First Fleet Room, Level 1, Christie Corporate Centre, 320 Adelaide Street, Brisbane Queensland.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the year ended 30 June 2009.

RESOLUTIONS

ORDINARY

1. Remuneration Report

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

"That the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2009 is approved for the purposes of the Corporations Act 2001."

Note: This is a non-binding vote by shareholders

2. Re-election of Director, Mr Michael Howard

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

"That in accordance with the Constitution of the Company, Mr Michael Howard who retires by rotation and being eligible, be re-elected as a Director of Meridian Minerals Limited."

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

3. Ratification of Prior Securities Placement

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

"That, pursuant to Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior allotment and issue of a total of 15,000,000 fully paid ordinary shares in the capital of the Company at \$0.06 per share as disclosed in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by any of the persons who participated in 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 of 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.

4. Appointment of Auditor

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

"That BDO Kendalls Audit & Assurance (Qld) Pty Ltd be appointed as auditor of the Company in replacement of BDO Kendalls (Qld) (a partnership)."

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

By order of the Board
Roslynn Shand
Company Secretary
15 October 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 18 November 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 Annual 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 (Reply Paid 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.

EXPLANATORY STATEMENT

IMPORTANT NOTICE

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual 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 15 October 2009.

ORDINARY BUSINESS

RECEIVE AND CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the financial statements and reports. The auditors of the Company will be present at the meeting and available to answer any questions.

BACKGROUND TO THE RESOLUTIONS

RESOLUTION 1. REMUNERATION REPORT

1 Explanation

The remuneration report of the Company is included in the Directors' Report within the Annual Report available to all shareholders. The Corporations Act 2001 requires that a resolution be put to shareholders to adopt the remuneration report. The vote on the resolution is advisory only and does not bind the Directors of the Company. A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

RESOLUTION 2. RE-ELECTION OF DIRECTOR, MR MICHAEL HOWARD

1 Explanation

In accordance with the Company's Constitution, Mr Michael Howard retires by rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Howard was elected as a non-executive, independent Director on 29 July 2008. He is also a member of the Company's Audit and Financial Risk Committee. Mr Howard has no contractual relationships with the Company and has no business associations with other directors.

Director – Michael Howard B.Eng (Mining) (Hons)

Michael Howard has over 30 years experience in the mining industry, having worked in various capacities with BHP and related companies from 1973 through to 2000 (including Manager – OK Tedi Liaison, and General Manager of a mine and a smelter complex).

More recently, Mr Howard has been involved in mineral exploration and project evaluation from Greenfields projects through to mature operations in a number of commodities. Mr Howard also has experience in the development, financing and managing of projects for entities such as ASX listed, Midwest Corporation Limited, holding the position of COO of Midwest between 2004 and 2006. Mr Howard is currently involved in consultancy work and provides advice to a range of companies on project reviews and developments.

2 Recommendation

The Board believes that Mr Howard's extensive business and engineering experience provides significant benefit to the Company. The Board (with Mr Howard abstaining) recommends that eligible Shareholders vote in favour of this Resolution.

RESOLUTION 3. RATIFICATION OF PRIOR SECURITIES PLACEMENT

1 Introduction

For the purpose of listing Rule 7.4, we are seeking Shareholder approval for Resolution 3 referred to in the accompanying Notice of Meeting.

2 The Resolution and Explanation

Resolution 3 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of a total of 15,000,000 fully paid ordinary shares in the capital of Meridian (**Placement Shares**) as detailed below.

ASX Listing Rule 7.1 prohibits (subject to certain exceptions such as pro-rata issues and bonus issues Meridian 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. The Placement Shares did not exceed the 15% threshold for the purposes of ASX Listing Rule 7.1.

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 the Placement Shares it enables Meridian 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 15,000,000 Placement 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.

3 Listing Rule Requirements

3.1 Information required by the Listing Rules

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:

- (a) The Placement Shares were allotted as follows:

Date of issue	Placees	Price per Share	Number of Shares
8 October 2009	Robert Anthony Healy	6 cents	10,000,000
8 October 2009	Clients of Patersons Securities Limited investors identified by Meridian's Lead Broker, Patersons Securities Limited and who fall within the definition of "sophisticated" or "professional" investors under sections 708(8) or 708(11) of the Corporations Act.	6 cents	5,000,000

- (b) The Placement Shares allotted and issued rank equally in all respects with all existing issued Meridian Shares.
- (c) The funds raised by the issue of the Placement Shares are to be used to provide working capital to:
- enable the Company to maintain its recent high levels of site activity in completing all necessary field work, approvals and preparations ahead of a planned 20,000m drill program, which is scheduled to commence immediately upon receipt of funds from a A\$10.5M capital raising to Northwest Mining and Geology Group Co. Ltd for Nonferrous Metals ("NWME"); and
 - conduct detailed evaluation and due diligence (including site visit) on a possible secondhand processing facility, assuming broad agreement can be reached on commercial terms for an option to purchase the plant and all ancillary equipment and spares.

3.2 Related party information

None of the Placees were related parties of Meridian.

4 Recommendation

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

RESOLUTION 4 APPOINTMENT OF AUDITOR

1 Explanation

BDO Kendalls (Qld) (a partnership) was appointed as the auditor of the Company (7 November 2008). As a result of an internal re-structure of this accounting firm, BDO Kendalls (Qld) needs to resign as auditor effective from the date of the 2009 Annual General Meeting (AGM). BDO Kendalls (Qld) has received consent from ASIC to its resignation.

It is proposed that BDO Kendalls Audit & Assurance (Qld) Pty Ltd (an authorised audit company) be appointed as the new auditor at the Company's effective from the AGM and a copy of the notice of nomination of BDO Kendalls Audit & Assurance (Qld) Pty Ltd as auditor is set out below. BDO Kendalls Audit & Assurance (Qld) Pty Ltd has provided written consent to the appointment.

BDO Kendalls Audit & Assurance (Qld) Pty Ltd is based in Brisbane and is familiar with the operations of the Company and its subsidiaries. It is considered a suitable fit for the Company as, although it is not one of the big four accounting firms, it is still large enough to offer the appropriate networks and strengths of the larger scale accounting providers.

A notice of nomination of BDO Kendalls Audit & Assurance (Qld) Pty Ltd as auditor of Meridian Minerals Limited is enclosed at Annexure A to this Notice of Meeting in accordance with section 328B(3) of the *Corporations Act 2001* (Cth).

2 Recommendation

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

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;

Chairman means the chairman of the Board;

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 annual general meeting dated 15 October 2009 which this Explanatory Statement accompanies and which the Resolutions are set out;

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.

ANNEXURE A

NOMINATION OF AUDITOR

Company Secretary
Meridian Minerals Limited
Unit F6, Level 1
The Precinct
12 Browning Street
West End Qld 4101

1 October 2009

The undersigned being a member of Meridian Minerals Limited, hereby nominates BDO Kendalls Audit & Assurance (Qld) Pty Ltd for appointment as auditor of the Company at the 2009 annual general meeting.

A handwritten signature in black ink, appearing to read 'Q Hills', written in a cursive style.

Quinton Hills

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 Annual General Meeting of Meridian Minerals Limited ("Company") to be held on Friday, 20 November 2009 commencing at 1pm (Qld time) at the First Fleet Room, Level 1, Christie Corporate Centre, 320 Adelaide Street, Brisbane 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 Annual General Meeting of Meridian Minerals Limited to be held on Friday, 20 November 2009 commencing at 1pm (Qld time) at the First Fleet Room, Level 1, Christie Corporate Centre, 320 Adelaide Street, Brisbane in the State of Queensland at 1pm and at any adjournment of that meeting.

VOTING DIRECTIONS TO YOUR PROXY – please mark **to indicate your directions**

No	RESOLUTION	FOR	AGAINST	ABSTAIN*
1.	<i>Approval of the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2009 for the purposes of the Corporations Act 2001</i>			
2	<i>Re-election of Mr Michael Howard as a Director of Meridian Minerals Limited</i>			
3	<i>Ratification of the issue of 15,000,000 shares</i>			
5	<i>To appoint BDO Kendalls Audit & Assurance (Qld) Pty Ltd as auditor of the Company</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

Individual/Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

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 1pm on Friday, 20 November 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** Reply Paid 5025 West End Queensland 4101

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