



20 May 2005

Company Announcements Platform
Australian Stock Exchange Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam,

NOTICE OF GENERAL MEETING OF OROPA LIMITED'S SHAREHOLDERS

Attached is a copy of the Notice of a General Meeting of the shareholders of Oropa Limited to be convened at 11:00am on 17 June 2005 at the Windsor Hotel, South Perth.

The Notice of General Meeting, Proxy Form and Explanatory Memorandum were dispatched to the Company's shareholders yesterday.

Yours faithfully,
OROPA LIMITED

A handwritten signature in black ink, appearing to read 'Philip C Christie', with a long horizontal flourish extending to the right.

PHILIP C CHRISTIE
Director

Encl.

OROPA LIMITED

ACN 009 241 374

NOTICE OF GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

DATE OF MEETING

17 JUNE 2005

TIME OF MEETING

11.00AM

PLACE OF MEETING

The Windsor Hotel
112 Mill Point Road, South Perth, Western Australia 6151

OROPA LIMITED
ACN 009 241 374

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Oropa Limited ("**Company**") will be held at The Windsor Hotel, 112 Mill Point Road, South Perth, W.A 6151 on 17 June 2005 at 11.00am for the purpose of transacting the following business.

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

AGENDA

BUSINESS

Resolution 1 – Ratification of Previous Placement of 50,890,500 shares at 2.4 cents per Share and 16,963,500 options

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

"That, pursuant to Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company approve and ratify the issue of 50,890,500 fully paid ordinary shares in the capital of the Company at a price of 2.4 cents each and 16,963,500 free attaching options, each exercisable at 5 cents on or before 31 December 2007, to parties as set out in the Explanatory Memorandum accompanying this Notice of General Meeting."

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any person associated with 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.

Resolution 2 – Approve Further Placement Issue of up to 100,000,000 Shares

"That, pursuant to Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Directors be authorised to issue up to a total of 100,000,000 Shares in the capital of the Company at an issue price which is at least 80% of the average market price of shares trading on the ASX over the last 5 days on which sales were recorded before the day on which the issue is made (or if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus)."

The Company will disregard any votes cast on this Resolution 2 by any person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate of those persons. However, the Company need 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.

By order of the Board



Mr Dean Calder
Company Secretary
Dated: 16 May 2005

PROXIES

- Votes at the 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. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
- A proxy may, but need not be a shareholder of the Company.
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor 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.

For the purposes of Regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 5.00 pm Western Standard Time on 15 June 2005 will be entitled to attend and vote at the General Meeting.

OROPA LIMITED
ACN 009 241 374

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders in Oropa Limited ("**Company**") with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of General Meeting:

Resolution 1 – Ratification of Previous Placement of 50,890,500 shares at 2.4 cents per Share and 16,963,500 options

Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 1 has been included so that shareholders may ratify pursuant to Listing Rule 7.4 the previous issue, on or about 21 March 2005 of 50,890,000 Shares at an issue price of 2.4 cents and 16,963,500 free attaching options exercisable at 5 cents on or before 31 December 2007, to sophisticated investor clients of Findlay & Co Stockbrokers Ltd and offshore institutional investors as identified below:

Name of Allottee	Number of Shares	Number of Options
Fitel Nominees Limited	4,166,667	1,388,889
Harper Cummings Securities Pty Ltd	420,000	140,000
DataTech Financial Services Pty Ltd	4,580,000	1,526,667
Mr Rocco Joseph Tassone	208,000	69,333
Mr Robert Tassone & Mrs Julie Tassone	410,000	136,667
Newtek Superannuation Fund	208,333	69,444
Mr Patrick Michael Glover	420,000	140,000
Wildview Nominees Pty Ltd	2,083,334	694,444
Mr Alan Charles Morrison	1,250,000	416,667
Mr Paul Gabriel Sharbanee	833,333	277,778
Captain Starlight Nominees Pty Ltd	32,560,833	10,853,611
Renwick Nominees Pty Ltd	3,750,000	1,250,000

The Company wishes to ratify this issue pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during

the next 12 months. The information required to be given to shareholders pursuant to Listing Rule 7.5 is contained in this Explanatory Memorandum.

The issue raised \$1.22 million and the funds raised were used for the ongoing exploration of the Pungkut gold project in Indonesia, general details of which are contained in this Explanation Memorandum.

Resolution 2 – Approve Further Placement Issue of up to 100,000,000 Shares

Oropa estimates that it needs to raise up to \$2.0 million to meet its ongoing working capital requirements plus undertake the next phase of exploration drilling at the Pungkut gold project. This exploration continues on from a number of field programmes commenced earlier this year, achieving pleasing results across the board to date. Major programmes undertaken are detailed below;

Sihayo 1 North [Inferred Resource of 7.1 million tonnes @ 2.7g/t Au (+/- 610,000 oz Au)]

Drilling

A programme of metallurgical test holes commenced at Sihayo 1 North during the March quarter, which is currently ongoing. The initial drill holes were designed to infill earlier wide-spaced drilling to obtain a better understanding of the spatial distribution of mineralisation and to generate sufficient broad oxide, transitional and fresh sulphide ore grade intercepts for metallurgical test work purposes. All holes drilled to date (5) have encountered broad zones of gold mineralization in near surface Tertiary cover and in hydrothermal breccias below the shallow Tertiary sediment cover. Results include **24m @ 2.78g/t Au from 4m (SHDD051), 7m @ 2.73g/t Au from 28m and 8m @ 2.83g/t Au from 44m (SHDD052), 7m @ 1.84g/t Au from 16m, 22m @ 3.10g/t Au from 39m and 9 @ 4.43g/t Au from 81m (SHDD053), and 2m @ 1.35g/t Au from 12m, 2m @ 2.09g/t Au from 83m and 14m @ 3.11g/t Au from 94m (SHDD054).** The drill rig is presently drilling outside the known resource envelope to test the strike extension at depth to grid east of the resource. The rig will later be moved to test perceived mineralisation extensions along strike and to depth in a grid south direction, in general proximity to holes SHDD047 thru SHDD050.

Trenching

The recent trench sampling programme returned wide zones of previously unrecognised anomalous gold values, both within and outside of the Sihayo 1 North resource envelope. Gold values up to **11g/t** were encountered in highly weathered, silica-clay altered hydrothermal breccia material, silica limestone breccia and clays. Additional sampling of old, selectively sampled trenches plus the excavation of new trenches is ongoing. These trench results confirm the presence of shallow ore grade gold values outside the present resource envelope, in positions both above and along strike of previously recognised mineralisation.

Petrological Review

Dr Philip White from Sinclair Knight Merz of New Zealand visited the Sihayo area in February this year. Dr.White visited Sihayo 2, Sihayo 1 North, Sihayo 1 and Sambung prospects, inspecting outcrop and drill core. Dr. White concluded that “There will be an upflow zone beneath the system, which may host good gold mineralisation within veins and breccias. It is most likely that this upflow zone was close to the Sihayo 1 North Area” and that assay data strongly suggests that “fluids outflowed north to Sihayo 2, and south to Sihayo 1 and Sambung.”

Dr White concluded “as far as exploration potential goes, the sub-horizontal mineralised breccias and siliceous zones at the Tertiary – Permian contact make an attractive target because they appear to be relatively shallow, thick and continuous over a large area. The mineralisation could extend a considerable distance to the east, beneath Tertiary cover rocks”.

These comments concur with Oropa’s belief that mineralisation observed at Sihayo 1 North is only part of a much broader hydrothermal system and that substantial further exploration is warranted, particularly under the Tertiary cover.

Metallurgical Test Work

Oropa has recently forwarded a number of core samples to Independent Metallurgical Laboratories in Perth to undertake metallurgical test work on selected Sihayo 1 North drill core. This work will focus on defining the metallurgical properties of the Sihayo ore in its various states of oxidation as part of Oropa’s scoping study process.

A limited number of cyanide bottle roll tests were undertaken earlier in the year on Sihayo 1 North drill core pulp samples. Samples averaged 67% recovery of gold in cyanide from a 48hr bottle roll, with recoveries frequently up to 97%. This test work indicates that oxide ore is very amenable to cyanide recovery of gold whereas sulphide ore may be moderately refractory but still reasonably amenable to cyanide recovery of gold.

Sambung

Sambung is located approximately 2km south of the main Sihayo mineralized trend. Previous work undertaken at this prospect, including soil sampling, rock chip sampling to **101.5g/t Au**, trenching and more recently drill intercepts to **443g/t Au** have outlined a strike of some 350m of mineralisation, with gold values generally higher than those encountered at Sihayo. Oropa considers that Sambung is highly prospective and it may contain a satellite gold resource that could be economically transported to the Sihayo area to be added to the overall Sihayo resource inventory.

Earlier in the year, test pitting of mineralised colluvial material recommenced and to date four test pits have been excavated over approximately 100m of mineralised float.

Oropa plans to extend test pitting along the strike of mineralised float to better define the upslope edge of mineralised colluvial material. This will assist in defining the approximate location of underlying primary mineralisation which will be drill tested in the second half of 2005.

Listing Rule 7.1

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities to be issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in general meeting of the terms and conditions of the proposed issue or where the issue is pro rata to all shareholders in accordance with their existing shareholdings.

Resolution 2 has been included so that shareholders may approve pursuant to Listing Rule 7.1 the proposed issue of up to a maximum of 100,000,000 Shares to persons selected by the Directors in their discretion.

The following information is provided to shareholders for the purposes of Listing Rule 7.3:

1. The maximum number of securities to be issued under Resolution 2 is 100,000,000 Shares;
2. The Shares will be issued no later than 3 months after the date of this General Meeting or such later date as approved by ASX by waiver to the Listing Rules;
3. The Shares will be issued at an issue price which is at least 80% of the average market price of Shares trading on ASX over the last 5 days on which sales were recorded before the day on which the issue is made (or if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus);
4. The Shares will be issued and allotted to applicants to be determined by the Directors. No decision has, as yet, been made by the Directors in respect of determining the identity of the allottees;
5. The Shares will be issued and allotted progressively to applicants;
6. The Shares to be issued are fully paid ordinary shares which rank pari passu with existing shares; and
7. The funds raised by the issue will be used by the Company for ongoing exploration and detailed technical evaluation of the Pungkut gold project in Sumatra, Indonesia and for administration of the company and working capital.

GLOSSARY

"**ASX**" means Australian Stock Exchange Limited (ABN 98 008 624 691);

"**Directors**" means the directors of the Company;

"**Company**" and "**Oropa**" means Oropa Limited ACN 009 241 374;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Listing Rules**" means the Listing Rules of ASX;

"**Notice**" means the notice of meeting which accompanies this Explanatory Memorandum;

and

"**Shares**" means fully paid ordinary shares in the Company.

**OROPA LIMITED
ACN 009 241 374
PROXY FORM**

The Company Secretary
Oropa Limited
Address: 25 Charles Street
SOUTH PERTH WA 6151
Facsimile: +61 8 9368 4522

I/We (name of shareholder) _____
of (address) _____
being a member/members of Oropa Limited (“**Company**”) hereby appoint
(name) _____
of (address) _____
and/or failing him (name) _____
of (address) _____
or failing that person then the Chairman of the meeting as my/our proxy to vote for me/us and on
my/our behalf at the General Meeting of the Company to be held at 112 Mill Point Road, South Perth,
Western Australia 6151 on 17 June 2005 at 11.00 am WST 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 – Ratification of Previous Placement of 50,890,500 shares at 2.4 cents per Share and 16,963,500 free attaching options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Further Placement Issue of up to 100,000,000 Shares	<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.

If you do not wish to direct your proxy how to vote, please place a mark in the box.
By marking this box, you acknowledge that the Chairman may exercise your proxy
even if he has an interest in the outcome of Resolutions 1 and 2 and votes cast by him
other than as proxy holder will be disregarded because of that interest. The Chairman
intends to vote in favour of Resolutions 1 and 2 in relation to undirected proxies.

*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 isshares*

If the shareholder is an individual or joint holders:

Signature: _____

If the shareholder is a company:

Affix common seal (if required by Constitution)

Director

Sole Director/Secretary

Dated

2005.

Telephone: ()

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 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 either in accordance with the Constitution of the company 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 all 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 General Meeting (that is by 11:00 am WST on 15 June 2005 by post or facsimile 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; and
 - (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; and
 - (c) If the proxy is the 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 the resolutions set out in the Notice.