

# MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

Level 4, 109 St Georges Terrace, Perth, Western Australia, 6000  
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## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held at 3.00pm on Monday 8 September 2008 in the Sandalwood Conference Room, Ground Floor, Holiday Inn City Centre, 778 Hay Street, Perth, Western Australia

### BUSINESS

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#### RATIFICATION OF SHARE PLACEMENTS PURSUANT TO LISTING RULE 7.4

##### RESOLUTION 1

Ratification of Previous Securities Issue announced to ASX on 5 May 2008

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

That, for all purposes, Shareholders approve and ratify the allotment and issue of 20,000,000 shares to the parties and for the purposes detailed in the Explanatory Statement.

##### Voting Exclusion Statement

*For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any of their associates, unless 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*
- *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

Ratification of Previous Securities Issue announced to ASX on 22 July 2008

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

That, for all purposes, Shareholders approve and ratify the allotment and issue of 20,000,000 shares to the parties and for the purposes detailed in the Explanatory Statement.

##### Voting Exclusion Statement

*For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on Resolution 2 by any person who participated in the issue and any of their associates, unless 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*
- *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).*

## Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

## Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of appointment of corporate representative should be completed and lodged in the manner specified below.

The Proxy Form (and any Power of Attorney under which it is signed) must be sent or delivered, or sent by facsimile to either the Company's Registered Office - Level 4, 109 St Georges Terrace, Perth, Western Australia, 6000 (Facsimile: ++ 61 8 9322 4607), or the offices of Advanced Share Registry Services - 150 Stirling Highway, Nedlands, Western Australia 6009. Please note that all Proxy Forms must be received at either of the above addresses not later than 48 hours before the commencement of the meeting i.e. 3.00p.m. on 6 September W.S.T. Any Proxy Form received after that time will not be valid for the scheduled meeting.

## Entitlement to vote

The Board has determined that for the purpose of determining entitlements to attend and vote at the meeting, shares will be taken to be held by the persons who are the registered holders at 3.00pm (WST) on 4 September 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

By Order of the Board of Directors



**Company Secretary**

Mount Burgess Mining N.L.

6 August 2008

## EXPLANATORY STATEMENT

This Explanatory Statement is provided to the shareholders of Mount Burgess Mining N.L. pursuant to and in satisfaction of the Listing Rules. This Explanatory Statement is intended to be read in conjunction with the Notice of Meeting.

### RESOLUTION 1

#### Ratification of Previous Securities Issues

Listing Rule 7.1 imposes a limit on the number of equity securities (eg shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms the limit is that a company may not, without shareholder approval issue in any 12 month period, equity securities which are more than 15% of:

The number of fully paid ordinary shares on issue 12 months before the issue plus

The number of fully paid ordinary shares issued in that 12 months under an exception contained in Listing Rule 7.2 or with Shareholder approval.

Equity securities which are issued under an exception contained in Listing Rule 7.2 or with Shareholder approval do not reduce the number of shares that may be issued by the Company under Listing Rule 7.1

Shareholder approval can be obtained either before or after the equity securities are issued.

Listing Rule 7.4 states that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 when made and the company's members subsequently approve it.

Under Resolution 1 the Company seeks approval from Shareholders for, and ratification of, the previous issue of equity securities as set out below and confirms that the issue did not breach the Company's 15% placement capacity at that time. Pursuant to Listing Rule 7.5 the Company provides the following information.

<b>Resolution 1</b>		
<b>Ratification of Issue of Fully Paid Ordinary Shares announced to ASX on 5 May 2008</b>		
<b>Allottee</b>	<b>Issue Price</b>	<b>No. of Shares</b>
Albert Murray Surtees	3.5 cents	200,000
Carter Capital Ltd	3.5 cents	600,000
Cen Pty Ltd	3.5 cents	500,000
Citicorp Nominees	3.5 cents	2,700,000
George Puli	3.5 cents	50,000
Holdex Nominees Pty Ltd	3.5 cents	1,000,000
Janet Winifred Barlow	3.5 cents	500,000
Lomann Development Corporation	3.5 cents	1,000,000
MacCauley Family Trust	3.5 cents	500,000
Michael Damian Murphy	3.5 cents	500,000
Running Water Limited	3.5 cents	1,000,000
Strata Drilling WA Pty Ltd	3.5 cents	2,000,000
State One Nominees Pty Ltd	3.5 cents	9,450,000
<b>TOTAL ISSUE</b>		<b>20,000,000</b>

*\*None of the allottees named above were related parties at the time of this issue.*

Shares issued from this placement rank parri passu with existing shares.

The Company is applying funds raised in the above placement towards working capital, metallurgical test work, surveying, geophysical surveys, geochemical sampling and drilling etc at both its Kihabe Base Metals Project in Botswana and the Tsumkwe Diamond and Base Metal Project in Namibia.

The Board believes that the ratification of this issue is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 1 as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval.

## RESOLUTION 2

### Ratification of Previous Securities Issues

Listing Rule 7.1 imposes a limit on the number of equity securities (eg shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms the limit is that a company may not, without shareholder approval issue in any 12 month period, equity securities which are more than 15% of:

The number of fully paid ordinary shares on issue 12 months before the issue plus

The number of fully paid ordinary shares issued in that 12 months under an exception contained in Listing Rule 7.2 or with Shareholder approval.

Equity securities which are issued under an exception contained in Listing Rule 7.2 or with Shareholder approval do not reduce the number of shares that may be issued by the Company under Listing Rule 7.1

Shareholder approval can be obtained either before or after the equity securities are issued.

Listing Rule 7.4 states that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 when made and the company's members subsequently approve it.

Under Resolution 2 the Company seeks approval from Shareholders for, and ratification of, the previous issue of equity securities as set out below and confirms that the issue did not breach the Company's 15% placement capacity at that time. Pursuant to Listing Rule 7.5 the Company provides the following information.

<b>Resolution 2 Ratification of Issue of Fully Paid Ordinary Shares announced to ASX on 22 July 2008</b>		
<b>Allottee</b>	<b>Issue Price</b>	<b>No. of Shares</b>
Alan Geoffery Stevens & Helen Margaret Stevens (Super A/C)	2.2 cents	775,000
AMC Ltd	2.2 cents	600,000
Beaugemma Pty Ltd	2.2 cents	2,275,000
Bevis Michael Leigh Coulson	2.2 cents	910,000
Carter Capital Ltd	2.2 cents	535,000
Cen Pty Ltd	2.2 cents	570,000
Citigroup Nominees Pty Limited	2.2 cents	5,405,000
Giles Rodney Dale	2.2 cents	455,000
Running Water Limited	2.2 cents	680,000
Mr J J and Mrs J R Moore (Private Super Fund A/C)	2.2 cents	250,000
Peters Super Fund A/C	2.2 cents	1,135,000
Poseidon Geophysics (Pty) Ltd	2.2 cents	2,275,000
Reginald Keene	2.2 cents	1,135,000
Strata Drilling WA Pty Ltd	2.2 cents	3,000,000
<b>TOTAL ISSUE</b>		<b>20,000,000</b>

*\*None of the allottees named above are related parties.*

Shares issued from this placement rank parri passu with existing shares.

The Company is applying funds raised in the above placement towards working capital, metallurgical test work, surveying, geophysical surveys, geochemical sampling and drilling etc at both its Kihabe Base Metals Project in Botswana and the Tsumkwe Diamond and Base Metal Project in Namibia.

The Board believes that the ratification of this issue is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval.

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# MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

## APPOINTMENT OF PROXY

**PLEASE RETURN TO:**

Company Secretary  
c/o Advanced Share Registry Services  
PO Box 1156  
Nedlands 6909  
Western Australia  
OR  
150 Stirling Highway  
Nedlands 6009  
Western Australia

I/We \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

being a Shareholder/s of Mount Burgess Mining N.L. and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our directions at the General Meeting of Mount Burgess Mining N.L. to be held in the Sandalwood Conference Room, First Floor, Holiday Inn City Centre, 788 Hay Street Perth, Western Australia at 3.00pm WST on Monday 8 September 2008 and at any adjournment of that meeting.

**The Chairman  
of the meeting**

**IMPORTANT:**

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do not wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her 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 on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution

**OR**

**If the person you are appointing as your proxy is someone other than the Chairman of the meeting:**

**Write the name of that person in the box below.**

%

You must specify the % of your votes that you authorise your proxy to exercise if:

- (a) You have only appointed 1 proxy and do not want him/her to exercise all your votes; or
- (b) You have appointed 2 proxies under this proxy form.

**If you hold 2 or more Shares in Mount Burgess Mining N.L., you may appoint a second proxy:**

**Write the name of your second proxy in the box below.**

%

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of Mount Burgess Mining N.L. to be held in the Sandalwood Conference Room, First Floor, Holiday Inn City Centre, 778 Hay Street, Perth, Western Australia at 3.00pm WST on Monday 8 September 2008 and at any adjournment of that meeting.

**Voting directions to your proxy** – Please mark only one of the boxes with an "X" for each resolution to indicate your directions.

**Ordinary Business**

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>
1. Ratification of Previous Securities Issue – 5 May 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Previous Securities Issue – 22 July 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the "Abstain" box with an 'x' for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

**PLEASE SIGN HERE:** This section *must* be signed in accordance with the instructions overleaf.

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

# INSTRUCTIONS

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## 1. Name and Address

Please print your name and address as it appears on your holding statement and the Company's Share Register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated.

## 2. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. 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 shareholder of the Company.

## 3. Votes on Resolutions

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

## 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write then name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## 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 the shareholders should sign  
Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's Share Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this 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 the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission

## 6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be sent or delivered, or sent by facsimile to either the Company's Registered Office, Level 4, 109 St Georges Terrace, Perth, Western Australia, 6000 (Facsimile: ++ 61 8 9322 4607) or the offices of Advanced Share Registry Services, 110 Stirling Highway, Nedlands, Western Australia 6009. Please note that all Proxy Forms must be received at either of the above addresses not later than 48 hours before the commencement of the meeting. i.e. 3.00p.m. WST on 6 September 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.