

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held in the Sandalwood/Sheoak Conference Room, Ground Floor, Holiday Inn City Centre, Hay Street, Perth, Western Australia at 10.30 a.m. on Thursday 3 November 2005.

BUSINESS

Resolution 1. Financial report and directors' and audit reports

To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2005 and the related directors' report and audit report.

Resolution 2. Adoption of remuneration report

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

"that the section of the report of the Directors dealing with the remuneration of the Company's Directors and Executives("remuneration report") be adopted."

Note: In accordance with Section 250R of the Corporations Act 2001, the vote on Resolution 2. will be advisory only and will not bind the Directors of the Company.

Resolution 3. Rotation/Re-election of Directors – Mr G Taylor

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

"that Mr Godfrey Edward Taylor, who retires by rotation in accordance with Clause 13.3 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

Resolution 4. Ratification of Share Placement announced on 5 September 2005

In accordance with Listing Rule 7.4 to consider and, if thought fit, pass the following as an ordinary resolution:

"that the placement as announced to the Australian Stock Exchange on 5 September 2005, of 7,000,000 ordinary shares, which rank parri passu with existing shares, to:

Citicorp Nominees	1,450,000
Reginald Keene	500,000
S R Porter	150,000
Lady Marriott Pty Ltd	100,000
MB ONE Pty Ltd	290,000
K Korganow	135,000

CJM & V Best	75,000
Arras Pty Ltd & 50 Long Pty Ltd	500,000
Jogib Investments Pty Ltd	1,000,000
H Strik	500,000
Bligh Superannuation Pty Ltd	250,000
CEN Pty Ltd	500,000
Pacific International Petroleum Pty Ltd	500,000
Nefco Nominees Pty Ltd	950,000
Alexander Fleming Wylie	100,000

at an issue price of \$0.10 per share to raise the Company \$700,000 be ratified.”

Funds from the placement to be applied to geophysical programmes and drilling on the Company’s diamond and base metals projects in Namibia and Botswana and also to working capital.

(The Company will disregard any votes cast on the resolution by Citicorp Nominees, Reginald Keene, S R Porter, Lady Marriott Pty Ltd, MB ONE Pty Ltd, K Korganow, CJM & V Best, Arras Pty Ltd & 50 Long Pty Ltd, Jogib Investments Pty Ltd, H Strik, Bligh Superannuation Pty Ltd, CEN Pty Ltd, Pacific International Petroleum Pty Ltd, Nefco Nominees Pty Ltd, Alexander Fleming Wylie and their associates. However, the Company need not disregard a vote if 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.)

Any Other Business

Voting Entitlement

The Board has determined that a shareholder’s voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 5 p.m. on Tuesday 1 November 2005.

Proxies

A Proxy Form accompanies this notice and to be effective must be received by the Company’s Registry Managers, Advanced Share Registry Services, P O Box 1156, Nedlands, Western Australia 6909, or the Company’s Registered Office, Level 4, 109 St. Georges Terrace, Perth, Western Australia or faxed to the Company on ++61 8 9322 4607 no later than 10.30 a.m. on Tuesday 1 November 2005.

By order of the Board of Directors

Dated this 20th day of September 2005.

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

PROXY FORM

Please return to:
Company Secretary,
C/o Advanced Share Registry Services,
P O Box 1156,
Nedlands, Western Australia 6009
or
110 Stirling Highway, Nedlands;
Western Australia, 6909

For the Annual General Meeting of the Company to be held in the Sandalwood/Sheoak Conference Room, Ground Floor, Holiday Inn City Centre, Hay Street, Perth Western Australia at 10.30 a.m. on Thursday 3 November 2005.

I/We _____
of _____

being a Member/Members of Mount Burgess Mining N.L. hereby appoint _____

or failing him/her, the Chairman of the Company as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 3 November 2005 at 10.30 a.m. the Holiday Inn City Centre, Hay Street, Perth Western Australia. and at any adjournment thereof.

The Chairman intends to vote in favour of the resolutions with respect to all undirected proxies given to him.

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 the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

ITEM OF BUSINESS

Resolution Number	For	Against
1. Financial report and directors' and audit reports	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>
3. Rotation/Re-election of Directors – Mr G Taylor	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Share Placement announced on 5 Sep 2005	<input type="checkbox"/>	<input type="checkbox"/>

See over for signing instructions:

This form must be signed by the member (in the case of a body corporate in the manner authorised by Section 127 (1) or (2) of the Corporations Law) or by an attorney of the member, as follows:

Shareholder's Telephone Number : _____	Shareholder's Fax Number : _____
Signature Of Shareholder(s) (All joint holders must sign)	Companies Only - Executed in accordance with the Company's Constitution and the Corporations Law.
X _____ Signature Date	X _____ Sole Director and Sole Secretary Date
X _____ Signature Date	X _____ X _____ Director Date Secretary Date
X _____ Signature Date	X _____ X _____ Director Date Director Date
Note: If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry. The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.	

NOTES

A Shareholder of a Company who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at the meeting.

The appointment may specify the proportion or number of votes that the proxy may exercise.

Each Shareholder may appoint a proxy. If the Shareholder is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.

An instrument appointing a proxy:

- (i) shall be in writing under the hand of the appointor or of his attorney, or, if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
- (ii) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (iii) shall be deemed to confer authority to demand or join in demanding a poll;
- (iv) shall not be valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, is or are deposited at or sent by facsimile transmission to the Registered Office, or deposited at or sent by facsimile transmission to such other place as is specified for that purpose in the notice convening the general meeting, no later than 48 hours prior to the time of the commencement of the general meeting in the place that the general meeting is being convened (or the resumption thereof if the general meeting is adjourned.)
