



ACN: 009 067 476

NOTICE OF ANNUAL GENERAL MEETING

The 2014 Annual General Meeting of Mount Burgess Mining N.L will be held at the offices of the Company, Unit 8, 800 Albany Highway, East Victoria Park, Western Australia on Thursday 27 November 2014 commencing at 4 p.m.

AGENDA

BUSINESS

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

GENERAL BUSINESS

Financial Report for the Year ended 30 June 2014

To receive the financial statements, directors' report and auditor's report for Mount Burgess Mining NL and its controlled entities for the year ended 30 June 2014.

ORDINARY RESOLUTIONS

1 - Adoption of Remuneration Report

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

In accordance with section 250R (4) of the Act, no member of the key management personnel of the Company or a closely related party of such a member may vote on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.

Chairman appointed as proxy:

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.

2 - Ratification of Previous Issue of Securities to Sophisticated and Professional Investors –December 2013

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

“that for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 3,750,000 shares to Sophisticated and Professional investors at 0.08 of one cent each, for the purpose and terms set out in the Explanatory Statement which accompanies the notice convening this meeting.”

(The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue and an associate of that person. 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.)

3 - Ratification of Previous Issue of Securities to Sophisticated and Professional Investors – February/March 2014.

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

“that for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 25,000,000 shares to Sophisticated and Professional investors at 0.08 of one cent each, for the purpose and terms set out in the Explanatory Statement which accompanies the notice convening this meeting.”

(The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue and an associate of that person. 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.)

4 - Ratification of Previous Issue of Securities to Sophisticated and Professional Investors – May 2014

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

“that for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 12,500,000 shares to Sophisticated and Professional investors at 0.08 of one cent each, for the purpose and terms set out in the Explanatory Statement which accompanies the notice convening this meeting.”

(The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and an associate of that person. 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.)

5 - Ratification of Previous Issue of Securities to Sophisticated and Professional Investors – October 2014

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

“that for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 15,000,00 shares to Sophisticated and Professional investors at 0.08 of one cent each, for the purpose and terms set out in the Explanatory Statement which accompanies the notice convening this meeting.”

(The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue and an associate of that person. 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.)

6 - Re-election of Director – Mr Alfred P Stirling

“That, for all purposes, Alfred Stirling, who retires by rotation in accordance with Listing Rule 14.4 and Clause 13.3 of the Company’s Constitution, being eligible and offering himself for re-election, is re-elected a Director of the Company.”

7 - Re-election of Director – Mr Chris Campbell-Hicks

“That, for all purposes, Chris Campbell-Hicks, who was appointed by the Board as a director of the Company on 15 September 2014 and who retires in accordance with Listing Rule 14.4 and Clause 13.6 of the

Constitution, is eligible for election as a Director of the Company at this AGM and who, being eligible, offers himself for election as a Director of the Company, be elected as a Director of the Company with immediate effect.”

8 – Consolidation of Capital

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“that, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) Every 7 shares be consolidated into 1 share
- (b) Every 7 unlisted employee share options be consolidated into 1 Option; and

where this consolidation results in a fraction of a share or unlisted employee share option being held by a security holder, the Directors be authorised to round that fraction up to the nearest whole share or option, with the consolidation to take effect in accordance with the timetable set out in the Explanatory Statement.”

9 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

“that, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period on the terms and condition set out in the Explanatory Memorandum.”

(The Company will disregard any votes cast on Resolution 9 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed .However, the Company will not disregard a vote if: (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) it is cast by the Chairman of 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.)

OTHER BUSINESS

10 – Request for a Resolution by a Shareholder for the election of Mr Leslie Hall as a Director

“That Leslie Hall, having consented to act as a director of the Company, be immediately appointed as a director of the Company”

Electronic Annual Report

Shareholders are advised that the Company’s 2014 Annual Report is now available in pdf format to view/download at <http://www.mountburgess.com>

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 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 (Fax No. 08 9355 1484 – 8/800 Albany Highway, East Victoria Park, Western Australia 6101, 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 - 4 p.m. on 25 November 2014 WST. 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 4 pm (WST) on 25 November 2014. 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 Annual 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

A handwritten signature in black ink that reads "Jan Fowler". The signature is written in a cursive style with a horizontal line underneath the name.

Company Secretary
Mount Burgess Mining N.L.

23 October 2014

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2014 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting. This Explanatory Statement is intended to be read in conjunction with the Notice of Meeting.

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

As a Shareholder you are entitled to submit one written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- The content of the auditor's report; or
- The conduct of the audit in relation to the financial report

All written questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

The Company does not provide a hard copy of the Company's annual financial report unless specifically requested to do so. Shareholders may view the Company's annual financial report on its website at www.mountburgess.com.

Under Resolution 1 the Company is seeking shareholders to vote on an advisory resolution that the Remuneration Report be adopted. Further detailed information is provided under Item 1 of this Explanatory Statement.

Under Resolutions 2, 3, 4 and 5 the Company is seeking shareholder ratification of previous Issues of Securities under Listing Rule 7.4. Further information is provided under Item 2 of this Explanatory Statement.

Under Resolution 6 the Company is seeking shareholder approval for the re-election of a director. More details are provided under Item 3 of this Explanatory Statement.

Under Resolution 7 the Company is seeking shareholder approval for the re-election of a director appointed by the Board on 15 September 2014 and who retires in accordance with Listing Rule 14.4 and Clause 13.6 of the Constitution. More details are provided under Item 4 of this Explanatory Statement.

Under Resolution 8 the Company is seeking approval for a consolidation in capital and further details are given in Item 5 of this Explanatory Statement.

Under Resolution 9 the Company is seeking shareholder approval for a 10% Placement Facility in terms of ASX Listing Rule 7.1A and further details are given under Item 6 of this Explanatory Statement.

Under Resolution 10 A shareholder of the Company, Mr Leslie Hall, is independently seeking election as a Director of the Company and further details are given under Item 7 of this Explanatory Statement.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The remuneration report of the Company for the financial year ended 30 June 2014 is set out in MTB's 2014 Annual Report which is available on MTB's website: www.mountburgess.com.

The remuneration report sets out the Company's remuneration arrangements for directors. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the meeting. In addition, shareholders will be asked to vote on the remuneration report. The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report and encourages all shareholders to cast their votes on Resolution 1.

1.2 Voting Restrictions where Proxy is Chairman or Key Management Personnel

In accordance with section 250R (4) of the Act, no member of the key management personnel of the Company or a closely related party of such a member may vote on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.

Chairman appointed as proxy:

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.

1.3 Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

2. RESOLUTIONS 2,3,4 AND 5 - RATIFICATION OF PREVIOUS ISSUES OF SECURITIES TO SOPHISTICATED AND PROFESSIONAL INVESTORS IN DECEMBER 2013, FEBRUARY/MARCH, MAY AND OCTOBER 2014

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period to that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1

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

Resolutions 2,3,4 and 5 are ordinary resolutions under which the Company seeks approval from Shareholders for and ratification of the shares detailed below to Sophisticated and Professional Investors and confirms that the issue did not breach the Company's 15% placement capacity at that time.

No. of Securities Issued:	Resolution 2:	3,750,000
	Resolution 3:	25,000,000
	Resolution 4:	12,500,000
	Resolution 5:	15,000,000
Issue Price:	0.08 of 1 cent per share	
Use of Proceeds:	The Company has applied funds raised in the above placements towards working capital and corporate administration costs.	
Terms of Securities:	All shares were issued as fully paid ordinary shares ranking equally with existing shares. Quotation on the ASX was sought and obtained.	
Allottees:	The shares were issued to Sophisticated and Professional Investors. None of the allottees were related parties.	
Recommendation:	The Board believes that the ratification of these issues is beneficial for the Company. The Board unanimously recommends Shareholders vote in favour of Resolutions 2, 3, 4 and 5 as it allows the Company to ratify the above issues of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval.	

3. RESOLUTION 6 – RE-ELECTION OF DIRECTOR – ALFRED STIRLING

In accordance with Listing Rule 14.4 and the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Alfred Stirling retires by rotation at this meeting and, being eligible, offers himself for re-election.

A profile of Mr Stirling is outlined below:

Alfred Stirling Non Executive Director

Mr A P Stirling, aged 78, non-executive director and substantial shareholder of the Company, joined the Board in 2003. Mr Stirling is a Fellow of the Institute of Chartered Accountants in England and Wales and has had significant experience in investment and fund management.

The Board (other than Mr Stirling) recommend that Shareholders support the resolution re-electing Mr Stirling as a director of the Company.

4. RESOLUTION 7 – RE-ELECTION OF DIRECTOR – CHRIS CAMPBELL HICKS

In accordance the Constitution, Directors who are appointed to the Board during the year must offer themselves for re-election at the first Annual General Meeting after their appointment. Mr Campbell-Hicks was appointed to the Board on 15 September 2014 and therefore offers himself for re-election.

A profile of Mr Campbell-Hicks is outlined below:

Chris Campbell-Hicks Non Executive Director

Mr Campbell-Hicks 66 has more than forty year's experience in the mineral processing industry in base metals, precious metals, alumina and iron ore. He has spent extensive time developing projects in Africa, South America, PNG, Fiji, Indonesia, Turkey and Kazakhstan as well as five years with Barrick Gold as Manager Metallurgy, based in Moscow, Siberia and Canada. In 2005, Chris spent some six months in Botswana overseeing the construction, commissioning and training for the operation of the Tati nickel, copper, cobalt plant.

Chris was founding Director of Mineral Process Control which successfully developed and commercialised the original cyanide leach accelerator LeachWELL. As senior design engineer with Western Minerals Technology he was a key member of the team that successfully designed and constructed the copper, nickel, cobalt low temperature Activox acid leach SX-EW demonstration plant that won the Australian national award for engineering excellence in 2004.

The Board (other than Mr Campbell-Hicks) recommend that Shareholders support the resolution re-electing Mr Campbell-Hicks as a director of the Company.

5. RESOLUTION 8 – CONSOLIDATION OF CAPITAL

5.1 Background

The Directors are seeking Shareholder approval to consolidate the number of Shares on issue and unlisted employee share Options on the basis of 1:7 ("**Consolidation**").

Section 254H of the Corporations Act provides that a company may, by a resolution passed in a general meeting of shareholders, convert all or any of its shares into a larger or smaller number of shares.

If Resolution 8 is passed, the number of Shares on issue and unlisted employee share Options will be reduced in accordance with the table below. Further, the exercise price of the Options will be increased by a multiple of 7.

As from the effective date of Resolution 8, all holding statements for Shares and Unlisted Employee Share Options will cease to have any effect, except as evidence of an entitlement to a certain number of post-Consolidation Shares and Unlisted Employee Share Options.

After the Consolidation, the Company will arrange for new holding statements to be issued to Security Holders.

5.2 Capital Structure

The effect of Resolution 8 on the capital structure of the Company will be as follows:

Ordinary Shares	
Shares currently on issue	1,060,088,602
Consolidation on 1:7 basis ¹	151,441,229
¹ Subject to rounding adjustments resulting from Consolidation	

Unlisted Employee Share Options – Pre Consolidation	
Unlisted Employee Share Options exercisable at 5c on or before 31 December 2015	13,350,000
Unlisted Employee Share Options exercisable at 5c on or before 31 December 2016	500,000
Total	13,850,000

Unlisted Employee Share Options – Post Consolidation

Unlisted Employee Share Options exercisable at 35c on or before 31 December 2015 ¹	1,907,143
Unlisted Employee Share Options exercisable at 35c on or before 31 December 2016 ¹	71,429
Total	1,978,572

¹As a result of the Consolidation the exercise price of all Unlisted Employee Share Options has been consolidated up.

5.3 Fractional entitlements and taxation

The effect of Resolution 8 on the capital structure of the Company will be as follows:

Not all Security Holders will hold numbers of securities that can be evenly divided by 7. Where a fractional entitlement occurs the Directors will round that fraction up to the nearest whole Share or Unlisted Employee Share option where applicable.

It is not considered that any taxation consequences will exist for Shareholders, or Unlisted Employee Share Option Holders arising from the Consolidation. However, Security Holders should seek their own tax advice as to the effect of the Consolidation. Neither the Company, nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Consolidation.

5.4 Timetable for Consolidation

Key Event	Indicative Date
Shareholder Meeting	27 November 2014
Notification to ASX that Consolidation is approved	27 November 2014
Last day for trading on a pre-Consolidation basis	28 November 2014
Trading in the consolidated securities on a deferred settlement basis	1 December 2014
Last day to register transfers on a pre-Consolidation basis	3 December 2014
Registration of securities on a post-Consolidation basis	4 December 2014
Deferred settlement trading ends	10 December 2014
Despatch new holding statements	10 December 2014

6. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

Listing Rule 7.1A, which came into effect in August 2012, enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after approval at the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval to have the ability, by way of a special resolution, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to 6.2 (c) below).

Subject to securing title to the Kihabe Zn/Pb/Ag project, currently under application in the Appeal Court of Botswana, the Company will continue with resource development activities. In the event that the Company fails to secure title to the Kihabe project it will seek to acquire new resource assets or investments. Accordingly the Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility on the Kihabe project and/or acquisition of new resource assets or investments.

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company currently has only one class of quoted Equity Securities on issue being the Ordinary Shares in the Company.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A represents the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,060,088,602 Equity Securities. If the Company does not gain approval for a 1 for 7 consolidation of its issued share capital, as proposed under Resolution 8, it therefore has a capacity to issue:

- (i) 159,013,290 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 9, 106,008,860 Equity Securities under Listing Rule 7.1A.

If the Company does gain approval for a 1 for 7 consolidation of its issued share capital as proposed under Resolution 8 the Company will, subject to rounding to the next whole share for individual share holdings, have on issue in the region of 151,441,229 shares.

In this instance it will therefore have the capacity to issue:

- (i) In the region of 22,716,184 Equity Securities under Listing Rule 7.1; representing 15% of shares then on issue and
- (ii) subject to Shareholder approval being sought under Resolution 9, in the region of 15,144,122 Equity Securities under Listing Rule 7.1A. representing 10% of shares then on issue.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer 6.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

6.3 Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Tables 1 and 2 below depending upon the approval of Resolution 8. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the

issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table 1 shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

Table 1 also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Table 2 shows the dilution of existing shareholders on the basis of the estimated market price of shares and the number of ordinary securities for variable "A" in the event the Company gains approval of a 1 for 7 share consolidation under Resolution 8, calculated as at the date of this Notice in accordance with the formula in Listing Rule 7.1A(2).

Table 2 also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company is estimated to have on issue after approval of a 1 for 7 share consolidation under Resolution 8. The number of ordinary securities then on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price in the event of approval of the 1 for 7 share consolidation under Resolution 8.

Table 1

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0005 50% decrease in issue price	\$0.001 issue price	\$0.002 100% increase in issue price
1,060,088,602 Current Variable A	10% Voting Dilution	106,008,602 shares	106,008,602 shares	106,008,602 shares
	Funds Raised	\$53,004	\$106,008	\$212,017
1,590,132,903 50% increase in Current Variable A	10% Voting Dilution	159,013,290 shares	159,013,290 shares	159,013,290 shares
	Funds Raised	\$79,506	\$159,013	\$318,026
2,120,177,204 100% increase in Current Variable A	10% Voting Dilution	212,017,720 shares	212,017,720 shares	212,017,720 shares
	Funds Raised	\$106,009	\$212,018	\$424,035

Table 2

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0035 50% decrease in estimated issue price	\$0.007 estimated Issue price	\$0.014 100% increase In estimated issue price
151,441,229 Variable A after consolidation	10% Voting Dilution	15,144,123 shares	15,144,123 shares	15,144,123 shares
	Funds Raised	\$53,004	\$106,008	\$212,017
227,161,843 50% increase in Variable A after consolidation	10% Voting Dilution	22,716,184 shares	22,716,184 shares	22,716,184 shares
	Funds Raised	\$79,506	\$159,013	\$318,026
302,882,458 100% increase in Variable A after consolidation	10% Voting Dilution	30,288,245 shares	30,288,245 shares	30,288,245 shares
	Funds Raised	\$106,009	\$212,018	\$424,035

The tables have been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.001, being the closing price of the Shares on ASX as of the preparation of this notice.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable)

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resource assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resource assets or investments.

(e) The Company has not previously sought approval under LR7.3A.6 for a 10% Placement Facility

(f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

OTHER BUSINESS

7. REQUEST RECEIVED ON 6 OCTOBER 2014 FOR RESOLUTION 10 BY A SHAREHOLDER, MR LESLIE HALL, FOR ELECTION AS A DIRECTOR

Resolution 10 deals with the request of Mr Leslie Hall, aged 68, to be elected as a director of the Company.

Mr Leslie Hall is the sole Director and Secretary of Strata Drilling (WA) Pty Ltd (**Strata**). Strata is the registered holder of 81,000,000 ordinary shares in the capital of the Company – an amount that exceeds 5% of the votes that may be cast at a general meeting of the Company. On 6 October 2014 Strata, pursuant to section 249N of the Corporations Act independently submitted the resolution to approve the appointment of Mr Leslie Hall as a director of the Company.

The following profile of Mr Leslie Hall has been submitted to the Company for inclusion in this Explanatory Statement:

Mr Les Hall

Manager/Owner of Strata Drilling (WA)

Education

Mechanical Engineering trade qualification, Diploma and various ancillary tickets and Studies.

Experience

Manager/Owner of Strata drilling (WA) since 1981

Manager for Woodford Wells Gold Operations, Supervisor of Yunndaga Mine Site from 1984-8.

Owner/Operator of underground gold find, 3km south of and prior to "Thunderbox" gold Mine discovery.

Acquisition of 'Cundeelee' tenements in 2001, South of and prior to 'Tropicana" gold mine Discovery in the Frazer Range.

Commenced initial diamond drilling for Mt Burgess Mining at the 'Red October' gold mine Discovery and have been a major shareholder and supporter of the company since then.

STATEMENT BY THE BOARD OF MOUNT BURGESS MINING REGARDING MR HALL'S DESIRED APPOINTMENT TO THE BOARD

Whilst the Board respects Mr Hall's desire to join the Board of the Company and appreciates his past support, it does not believe that the appointment of Mr Hall as a Director is in the best interest of the Company.

So far as the responsibility of the Board is concerned the appointment of directors is reviewed on a continual basis. This is to ensure that an appropriate mix of skills, experience, expertise and diversity is brought to the Board as required.

The circumstances under which Mr Hall has outlined his intentions to join the Board are not conducive to the ongoing requirements of the Company. Mr Hall has on previous occasions outlined to the Chairman his desire to join the Board as a Non-Executive Director on the basis of being allotted shares in lieu of directors' fees. This he maintained would avoid dilution of his shareholding in the Company. He outlined that he could remain on the Board until the Company was in a position to appoint the required technical and appropriate personnel to the Board, whereupon he would then resign. The appointment of appropriate technical personnel has now, to a large extent, been achieved.

On 15 September 2014 Mr Chris Campbell-Hicks was appointed to the Board. Mr Campbell-Hicks, Metallurgist, BSc (Mineral Processing), FAusIMM, CP Metallurgy, MMICA and a necessary technical expert has significant international experience in metallurgical management. The Company has also received further interest from other appropriately qualified personnel, in the field of geology and mining engineering, who are willing to join the Board, once the Company has better clarification of its future resource development. This is dependent upon the outcome of its case in respect of the renewal of the Prospecting Licence for the Kihabe Zn/Pb/Ag project in Botswana, currently in the Court of Appeal, Botswana. A hearing in regard to this matter is expected in January 2015.

The existing Board cannot see the benefit of what potentially could only be a two to three month Board appointment for Mr Hall, at a time when the Company has available appropriate qualified technical personnel ready for long term Board appointments.

With the current complement of the Board, and the potential to appoint to the Board the required technical experts, a Board appointment beyond that required would create unnecessary expense.

It is the responsibility of the Board to implement controls and exercise constraint on unnecessary expenditure. This is particularly so under current market conditions impacting upon the Company's ability to raise funds. Such conditions have required curtailment of what is recognised as normal expenditure.

In contrast to Mr Hall's requirement to be paid directors fees by issue of shares if elected, none of the current directors, in exercising such constraints, have received fees either in cash or shares for the year to 30 June 2014. This is despite the fact that as at 30 June 2014, in order to provide funding and avoid dilution of share capital, the Company had been loan funded by its directors, in the amounts of \$603,019 from Mr Stirling, \$42,500 from the late Mr O'Regan and \$1,026,274 from Jan and Nigel Forrester. Nigel Forrester CEO and Jan Forrester Company Secretary have not even drawn salaries since August 2013.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT MEMBERS VOTE AGAINST RESOLUTION 10 WHEREBY MR LESLIE HALL INDEPENDENTLY SEEKS AN APPOINTMENT AS A DIRECTOR OF THE COMPANY.

SHAREHOLDER PROXY FORM

LODGE YOUR FORM

✉ By Mail: Company Secretary
C/o Advanced Share Registry Services
P O Box 1156
Nedlands, Western Australia 6909

☎ By Fax : +61 8 9355 1484

📞 All enquiries to: +61 8 9355 0123

Proxy forms will only be valid and accepted by Mount Burgess Mining N.L. if they are signed and received no later than 48 hours before the meeting i.e. by 4.00 pm on Tuesday 25th November 2014. **PLEASE READ VOTING INSTRUCTIONS OVERLEAF BEFORE MARKING ANY BOX**

STEP 1 APPOINTMENT OF PROXY

I/We being a member(s) of the Company and entitled to attend and vote hereby:

appoint the Chairman of the meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the Person or body corporate (excluding the registered Shareholder) you are appointing as your proxy here

Or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 4 pm on Thursday 27 November 2014, at the Registered Office of the Company 8/800 Albany Highway, East Victoria Park, and at any adjournment or postponement of the meeting.

I/We authorise the Chairman of the meeting to vote on Resolution 1 (Remuneration Report) in accordance with his/her intentions as set out in the Notice of Annual General Meeting and this form (except where I/We have indicated a different intention by marking the voting boxes). I/We acknowledge that the Chairman of the meeting may exercise my/our proxy in relation to this resolution even though this resolution is connected with remuneration of members of Key Management Personnel.

STEP 2 VOTING DIRECTIONS FOR YOUR PROXY

Please place an 'X' in the appropriate voting box below to indicate your directions.

Ordinary Business

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Previous Issue of Securities – December 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Previous Issue of Securities – February/March 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Previous Issue of Securities – May 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Previous Issue of Securities – October 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director – Mr A P Stirling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Re-election of Director – Mr C Campbell-Hicks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolutions 1-9

Other Business

Resolution 10 Request by Shareholder Mr L Hall for election as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the meeting intends to vote all undirected proxies against Resolution 10.

ⓘ If you mark the Abstain box for a particular item of business, your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

(Individual) or Joint Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Shareholder. If a joint holding, any of the Shareholders may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Company's constitution and *the Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS PROXY FORM

Appointment of Proxy – STEP 1

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box in STEP 1. 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 in the space provided in STEP 1. 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. A proxy may be an individual or a body corporate.

Votes on Resolutions – STEP 2

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shares 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 voting box. If you do not mark any of the boxes, 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.

The Chairman of the meeting may exercise the proxy in relation to Resolution 1 even though the resolution is connected with remuneration of members of Key Management Personnel. The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 1-9 and against Resolution 10.

Key Management Personnel of Mount Burgess Mining N.L. are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of Mount Burgess Mining N.L., directly or indirectly. The Remuneration Report identifies Mount Burgess Mining N.L.'s Key Management Personnel for the financial year to 30 June 2014. Their closely related parties are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

If you mark the Abstain box for a particular item of business, your votes will not be counted in computing the required majority on a poll.

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, 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) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares the proxy appointed by that form may exercise. 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.
- (b) return both forms together.

Signing Instructions – STEP 3

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 the Power of Attorney 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 (Cth)*) 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.

Corporate Representatives

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the instructions set out in the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

STEP 4 - Lodgement of your Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 4.00 pm WST on Tuesday 25 November 2014, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Voting Forms may be lodged as follows:

-  By Mail: Company Secretary
C/o Advanced Share Registry Services
PO Box 1156.
NEDLANDS WA 6909
- OR to: Company Secretary
Mount Burgess Mining N.L.
8/800 Albany Highway
EAST VICTORIA PARK WA 6101
-  By Fax: +61 9355 1484
-  By Hand: delivering it to Advanced Share Registry Services, 150 Stirling Highway, Nedlands, WA 6009.
OR to: the Company's Registered Office, Unit 8, Level 1, 800 Albany Highway, East Victoria Park, WA, 6101

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.