

MOUNT BURGESS MINING N.L.

ACN: 009 067 476

NOTICE OF GENERAL MEETING

A General Meeting of Mount Burgess Mining N.L. will be held in the Marri Conference Room, Holiday Inn City Centre, 778 Hay Street, Perth, Western Australia at 15.00 hrs WST on Friday 4th March 2011

BUSINESS

RESOLUTION 1

Ratification of Previous Issue of Securities

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 allotment and issue of 27,825,000 shares to sophisticated and professional investors at 1.8 cents each, as announced on 23 November 2010, 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 1 by any person who participated in the issue and any 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.)

RESOLUTION 2

Issue of Shares to a Director in lieu of Directors' Fees – Mr A P Stirling

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

“That, for the purposes of Section 208 of the Corporations Act 2001 and Australian Securities Exchange (ASX) Listing Rule 10.11 and for all other purposes, approval is given for the issue up to the equivalent of \$48,000 in ordinary fully paid shares, in lieu of Directors' Fees for the period 1 July 2008 to 30 June 2010 to Mr A P Stirling, a non-executive director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Notice accompanying this Notice of Meeting.”

(The Company will disregard any votes cast by Mr A P Stirling or any of his associates.)

RESOLUTION 3

Issue of Shares to a Director in lieu of Directors' Fees– Mr R W O'Regan

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

“That, for the purposes of Section 208 of the Corporations Act 2001 and Australian Securities Exchange (ASX) Listing Rule 10.11 and for all other purposes, approval is given for the issue up to the equivalent of \$48,000 in ordinary fully paid shares, in lieu of Directors' Fees for the period 1 July 2008 to 30 June 2010 to Mr R W O'Regan, a non-executive director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Notice accompanying this Notice of Meeting.”

(The Company will disregard any votes cast by Mr R W O'Regan or any of his associates.)

RESOLUTION 4

Issue of Shares to a Director in lieu of Directors' Fees– Mr G E Taylor

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

“That, for the purposes of Section 208 of the Corporations Act 2001 and Australian Securities Exchange (ASX) Listing Rule 10.11 and for all other purposes, approval is given for the issue up to the equivalent of \$44,000 in ordinary fully paid shares, in lieu of Directors' Fees for the period 1 September 2008 to 30 June 2010 to Mr G E Taylor, a non-executive director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Notice accompanying this Notice of Meeting.”

(The Company will disregard any votes cast by Mr G E Taylor or any of his associates.)

RESOLUTION 5

Issue of Shares to a Director in lieu of Directors' Fees – Mr B Mosigi

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

“That, for the purposes of Section 208 of the Corporations Act 2001 and Australian Securities Exchange (ASX) Listing Rule 10.11 and for all other purposes, approval is given for the issue up to the equivalent of \$17,000 in ordinary fully paid shares, in lieu of Director's fees for the period 3 March 2009 to 30 June 2010 to Mr B Mosigi, Director of the Company or his nominees(s) on the terms and conditions which are set out in the Explanatory Notice accompanying this Notice of Meeting.”

(The Company will disregard any votes cast by Mr B Mosigi or any of his associates.)

RESOLUTION 6

Issue of Shares to a Director for salary sacrifice – Mr Nigel Forrester

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

“That, for the purposes of Section 208 of the Corporations Act 2001 and Australian Securities Exchange (ASX) Listing Rule 10.11 and for all other purposes, approval is given for the issue up to the equivalent of \$33,000 in ordinary fully paid shares to Mr N R Forrester, Chairman and Managing Director of the Company, or his nominee(s) on the terms and conditions which are set out in the Explanatory Notice accompanying this Notice of Meeting. The fully paid shares proposed to be issued are in lieu of sacrificing a salary increase, agreed by the Board in November 2008, effective December 2008, and cover only a portion of that period i.e. 1st July 2009 to 30th June 2010.”

(The Company will disregard any votes cast by Mr N R Forrester or any of his associates.)

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. 15.00 hrs on 2 March 2011. 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 15.00 hrs on 2 March 2011. 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.
28 January 2011

EXPLANATORY STATEMENT

This Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

This Explanatory Statement is provided to the shareholders of Mount Burgess Mining N.L. pursuant to and in satisfaction of Sections 208, 218 and 219 of the Corporations Act and Sections 7.2, 7.4, 10.11, 10.12, 10.14 and 10.15 of the Listing Rules. This Explanatory Statement is intended to be read in conjunction with the Notice of Meeting.

By Resolution 1 the Company is seeking shareholder ratification of a previous Issue of Securities under Listing Rule 7.1 and 7.4.

By Resolutions 2, 3, 4, 5 and 6 the Company is proposing to issue shares to Directors of the Company namely Messrs Stirling, O'Regan, Taylor, Mosigi and Forrester. By virtue of Listing Rule 10.11 and Exception 4 of Listing Rule 10.12 the Company must not issue shares to Messrs Stirling, O'Regan, Taylor, Mosigi or Forrester without the approval of the Company's shareholders. By virtue of Listing Rule 10.14, the Notice of Meeting seeking the approval of the Company's shareholders must include the matters set out in Listing Rule 10.15.

ASX Listing Rule 7.1 prohibits issues of equity securities by a listed company exceeding 15% of capital in any 12 month period without shareholder approval. Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply to an issue of securities made with the approval of shareholders under Listing Rule 10.11. Accordingly if shareholders approve Resolutions 1-6, approval is not required under ASX Listing Rule 7.1 and the issue of shares will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

RESOLUTION 1

Ratification of Previous Issue of Securities

Listing Rule 7.1 imposes a limit on the number of equity securities (e.g. 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:

Fully Paid Ordinary Shares announced to ASX on 23 November 2010		
Allottee	Issue Price	No. of Shares
Elinora Investments Pty Ltd	1.8 cents	5,555,555
Mr Reginald Keene	1.8 cents	2,800,000
Loftus Group Limited	1.8 cents	2,500,000
Mash Super Pty Ltd (Maluish English S/F/ AC)	1.8 cents	2,225,000
Running Water Limited	1.8 cents	2,225,000
Strata Drilling WA Pty Ltd	1.8 cents	2,000,000
W B Nominees	1.8 cents	2,800,000
Carter Capital Ltd	1.8 cents	1,400,000
Citicorp Nominees	1.8 cents	1,268,335
Mr Jeremy Bewick Dowler	1.8 cents	1,120,000
Cen Pty Ltd	1.8 cents	1,120,000
Mr Michael Damien Murphy & Mr Luke Gerard Murphy	1.8 cents	850,000
Mr JJ & Mrs JR Moore	1.8 cents	850,000
Poseidon Geophysics	1.8 cents	555,555
J Barlow Consultants Pty Ltd	1.8 cents	555,555
TOTAL		27,825,000

**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 and exploration work on its REE and Diamond Prospects in Namibia and on its Zinc/Lead/Silver development at Kihabe in Botswana.

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.

2 Resolution 2, 3, 4, 5 and 6 Issue of Shares to Directors

2.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of \$190,000 worth of fully paid ordinary shares in the capital of the Company (**Shares**) to the related parties as follows:

Resolution 2	Mr A P Stirling	\$48,000
Resolution 3	Mr R W O'Regan	\$48,000
Resolution 4	Mr G E Taylor	\$44,000
Resolution 5	Mr B M Mosigi	\$17,000
Resolution 6	Mr N R Forrester	\$33,000

on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. Listing Rule 10.13.3 requires the shares to be issued within one month after the date of approval by shareholders in general meeting.

The issue of the Shares to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Shares constitutes giving a financial benefit and as Directors, Messrs Stirling, O'Regan, Taylor, Mosigi and Forrester are related parties of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Shares to the Related Parties.

2.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Shares:

- (a) the related parties are Messrs Stirling, O'Regan, Taylor, Mosigi and Forrester and they are related parties by virtue of being Directors;
- (b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued under this approval to the Related Parties is:
 - (i) \$48,000 worth of fully paid ordinary shares to Mr Stirling;
 - (ii) \$48,000 worth of fully paid ordinary shares to Mr O'Regan;
 - (iii) \$44,000 worth of fully paid ordinary shares to Mr Taylor;
 - (iv) \$17,000 worth of fully paid shares to Mr Mosigi
 - (v) \$33,000 worth of fully paid shares to Mr N R Forrester

The fully paid shares would be issued at the volume weighted average price ("VWAP") of the shares in the five ASX trading days prior to issue.

As an example, between 1–31 December 2010 Mount Burgess shares have traded in a range of 1.4 to 2.1 cents. Therefore if the Mount Burgess share price (VWAP) was 1.4 cents per share then 3,428,571 shares would be issued to each of Messrs Stirling and O'Regan and 3,142,857 shares would be issued to Mr Taylor, 1,214,285 shares would be issued to Mr Mosigi and 2,357,142 shares would be issued to Mr Forrester. If the Mount Burgess share price (VWAP) was the higher figure of 2.1 cents, then 2,285,714 shares would be issued to each of Messrs Stirling and O'Regan and 2,095,238 shares would be issued to Mr Taylor, 809,523 shares would be issued to Mr Mosigi and 1,571,428 shares would be issued to Mr Forrester.

- (c) the Shares will be issued to the Related Parties no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;
- (d) the Shares are being issued to the Directors in lieu of their directors fees and salary sacrifice for the previous financial years. As such the Shares will be granted for nil cash consideration, and no funds will be raised;
- (e) the shares issued will be fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing shares;
- (f) the relevant interests of the Related Parties in securities of the Company are set out below:

The proposed grantees' current shareholdings/option holdings in the Company **including any associate** are listed below.

Fully Paid Ordinary Shares

Ronald William O'Regan	4,950,000
Godfrey Edward Taylor	2,247,339
Alfred P Stirling	19,620,000
Nigel Raymond Forrester	11,397,346

Unlisted/Unquoted Employee Share Options

Ronald William O'Regan	2,000,000
Godfrey Edward Taylor	2,000,000
Alfred P Stirling	2,000,000
Benjamin Mosigi	2,000,000
Nigel Raymond Forrester	2,000,000

(g) the remuneration from the Company to the Related Parties for both the current financial year and previous financial year are set out below

Related Party	Approved Annual Fees/Salary	Paid 2008/2009 Financial Year	Paid 2009/2010 Financial Year	Approval sought in shares
	\$	\$	\$	\$
Mr A P Stirling	24,000	NIL	NIL	48,000
Mr R W O'Regan	24,000	NIL	NIL	48,000
Mr G E Taylor	24,000	4,000	NIL	44,000
Mr B Mosigi	24,000 commencing 1/03/09	3,000	12,000	17,000
Mr N R Forrester	250,000 Commencing 1/12/08	217,488*	217,082*	33,000**

* This amount is made up of salary, including provision for annual leave; non-monetary (parking benefits plus fbt), superannuation and other long term employee benefits (provision for long service leave).
** Note: Whilst Mr Forrester's salary sacrifice commenced on 1/12/08 he is only seeking approval for reimbursement from 1 July 2009.

In November 2008 the non-executive Directors of the Company resolved that due to troubled market conditions and in order to preserve the Company's funds they would until further notice not take their fees in cash. Mr Forrester, as Chairman and Managing Director of the Company did not take a salary increase as approved by the Board in November 2008.

Based on the most recent closing price of the Company's Shares on ASX, the value of the Shares to be issued to each Related Party is as follows:

Mr A P Stirling	\$48,000
Mr R W O'Regan	\$48,000
Mr G E Taylor	\$44,000
Mr B Mosigi	\$17,000
Mr N R Forrester	\$33,000

(h) the trading history of the Shares on ASX in the 12 months before the preparation of this Notice of General Meeting is set out below:

Price Date

Highest	2.7 cents on 22 nd October 2010
Lowest	0.6 cents on 23 August 2010
Last	1.9 cents on 10 January 2011

- (i) As at 10 January, the date of preparation of this Notice of Meeting and Explanatory statement, the Company's issued share capital stands at 370,457,000 shares. If approval is given by shareholders for the issue of shares to be granted in accordance with Resolutions 2-6 then the following would apply.

Assuming VWAP share prices in (h) above

At 2.7 cents

- the Company's issued shares would increase by 7,037,037
- existing shareholders' holdings would be diluted by 1.86%

At 1.9 cents

- the Company's issued shares would increase by 10,000,000
- existing shareholders' holdings would be diluted by 2.63%

At 0.6 cents

- the Company's issued shares would increase by 31,666,666
- existing shareholders' holdings would be diluted by 7.87%

- (j) the main purpose of the issue of the Shares to the Related Parties is to provide cost effective consideration to the Related Parties for their contribution to the Company in their respective roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed;
- (k) the Board acknowledges the issue of Shares to the Related Parties is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of Shares to the Related Parties is reasonable in the circumstances, given the necessity to maintain the Company's cash reserves;
- (l) Mr Stirling declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 2, recommend that Shareholders vote in favour of Resolution 2. The Board, excluding Mr Stirling, is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution;
- (m) Mr O'Regan declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 3 recommend that Shareholders vote in favour of Resolution 3. The Board, excluding Mr O'Regan is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution;
- (n) Mr Godfrey Taylor declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4 recommend that Shareholders vote in favour of Resolution 4. The Board, excluding Mr Taylor is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution;
- (o) Mr Mosigi declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5 recommend that Shareholders vote in favour of Resolution 5. The Board, excluding Mr Mosigi, is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution; and
- (p) Mr Forrester declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 6 recommend that Shareholders vote in favour of Resolution 6. The Board, excluding Mr Forrester, is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

PROXY FORM FOR GENERAL MEETING

Being held in the Marri Conference Room, Holiday Inn City Centre, 778 Hay Street, Perth, WA
on Friday 4 March 2011 at 3:00 pm

PLEASE RETURN TO:

Company Secretary,
C/o Advanced Share Registry Services,
P O Box 1156,
Nedlands, Western Australia 6909
OR
150 Stirling Highway, Nedlands;
Western Australia, 6009

I/We, the abovenamed, appoint (*)
or in his/her absence (*)
of (address)

or in his/her absence the CHAIR (**) of the meeting as my/our proxy to vote on my/our behalf in respect of

ALL or (***) of my/our shares at the General Meeting of the Company to be held at 3:00 pm WST on Friday 4 March 2011 and any adjournment of that meeting.

I/we direct my/our proxy to vote in respect of each resolution to be considered as indicated with an "X" in the Resolution boxes, and to vote or abstain in respect of a procedural resolution as my/our proxy thinks fit.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place an "X" in the box to the right.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chair of the meeting for those resolutions 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, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Notes:

- * A proxy need not be a member of the Company.
- ** The Chair of the meeting intends to vote in favour of all resolutions in respect of undirected proxies given to him.
- *** A member entitled to attend and vote may appoint not more than two proxies. Separate forms must be used for each proxy. Each proxy must be appointed to represent a specified proportion or number of the member rights by inserting the relevant proportion or number of shares each proxy may vote. If the proxy form does not specify a proportion or number of votes then each proxy may exercise half of the member's votes.

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

Resolution	For	Against	Abstain
1. Ratification of Previous Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of Shares to Director in lieu of directors' fees – A P Stirling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of Shares to Director in lieu of directors' fees – R W O'Regan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Shares to Director in lieu of directors' fees – G E Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Shares to Director in lieu of directors' fees – B Mosigi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Shares to Director for salary sacrifice – N R Forrester	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no direction is given, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution to be considered by the meeting and any adjournment of the meeting

Individual or Shareholder 1 Sole Director and Sole Company Secretary	Shareholder 2 Director	Shareholder 3 Director/Company Secretary
--	--	--

To be valid, this proxy form, together with the power of attorney or other authority under which it is signed, must be sent or delivered to the Company's Registered Office or the offices of Advanced Share Registry Services, or faxed to (+61 8) 9322 4607 by 3:00pm on Wednesday 2 March 2011.

Instructions

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 the 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, 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. 3:00pm WST on Wednesday 2 March 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.