

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 Room, Holiday Inn City Centre, 778 Hay Street, Perth, Western Australia on 19 December 2011 commencing at 4 pm WST

AGENDA

BUSINESS

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

ORDINARY RESOLUTIONS

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 17,625,000 shares to sophisticated and professional investors at 0.8 of one cent each, in accordance with announcement to ASX on 16 September and the subsequent Appendix 3B lodged with ASX on 1 November in respect of 17,625,000 shares only, 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 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.)

RESOLUTION 2

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 36,500,000 shares to sophisticated and professional investors at 0.6 of one cent each, as announced on 8 November 2011, 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.)

RESOLUTION 3

Ratification of a 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 an additional 5,875,000 shares to the sophisticated and professional investors who took up shares in the placement referred to in Resolution 1 and as announced to ASX on 8 November 2011, 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.)

RESOLUTION 4

Removal of Auditor

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

“That Deloitte Touche Tohmatsu, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

SPECIAL RESOLUTION

RESOLUTION 5

Appointment of Auditor

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

“That subject to the passing of Resolution 4, BDO Audit (WA) Pty Ltd, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration.”

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 - 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 two business days before the commencement of the meeting i.e. 4 p.m. Thursday 15 December 2011 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 5 p.m. WST on Thursday 15 December 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 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 Fowles". The signature is written in a cursive style with a horizontal line underneath the name.

Company Secretary
Mount Burgess Mining N.L.
16 November 2011

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting to be held on 19 December 2011.

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 General Meeting. This Explanatory Statement is intended to be read in conjunction with the Notice of Meeting.

By Resolutions 1, 2 and 3 the Company is seeking shareholder ratification of previous Issues of Securities under Listing Rule 7.4.

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. Accordingly if shareholders approve Resolutions 1,2 and 3, 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.

By Resolution 4 the Company is seeking removal of an auditor at this meeting.

By Resolution 5, subject to the passing of Resolution 4, the Company seeks to appoint BDO Audit (WA) Pty Ltd as the Company's auditor effective from the close of the Meeting.

RESOLUTION 1

Ratification of Previous Issue of Securities

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.

Under Resolution 1 the Company seeks approval from Shareholders for, and ratification of, the previous issue of 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 taken up in Placement announced to ASX on 16 September		
	Issue Price	No. of Shares
WB Nominees Limited (for M Hubble)	0.8 of 1 cent	6,250,000
Mr Reginald Keene	0.8 of 1 cent	4,000,000
Carter Capital Limited	0.8 of 1 cent	2,500,000
Mr Bevis Michael Leigh Coulson	0.8 of 1 cent	2,000,000
Mr Matthew John Valentine	0.8 of 1 cent	1,875,000
Cen Pty Ltd	0.8 of 1 cent	1,000,000
TOTAL		17,625,000

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

Shares issued from this placement were all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing shares. The Company has applied 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.

RESOLUTION 2

Ratification of Previous Issue of Securities

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.

Under Resolution 2 the Company seeks approval from Shareholders for, and ratification of, the previous issue of 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 8 November 2011		
Allottee	Issue Price	No. of Shares
VG & DM Swindon	0.6 of 1 cent	4,000,000
Rowan Jason Pty	0.6 of 1 cent	4,000,000
Jerd Pty Ltd	0.6 of 1 cent	4,000,000
Barclay Super Pty	0.6 of 1 cent	3,000,000
Cashlock Pty Ltd	0.6 of 1 cent	3,000,000
Mary E Cummins	0.6 of 1 cent	3,000,000
Tierra Property	0.6 of 1 cent	2,500,000
Vanmali Pty Ltd	0.6 of 1 cent	2,000,000
Cen Pty Ltd	0.6 of 1 cent	2,000,000
R&J McLellan Holdings Pty Ltd	0.6 of 1 cent	2,000,000
GJ & AA Henzell	0.6 of 1 cent	1,500,000
Matthew Irwin	0.6 of 1 cent	1,500,000
Bradley Resources	0.6 of 1 cent	1,000,000
Adam G Little	0.6 of 1 cent	1,000,000
John Barr	0.6 of 1 cent	1,000,000
Mimcliff Pty Ltd	0.6 of 1 cent	1,000,000
TOTAL		36,500,000

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

Shares issued from this placement were all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing shares.

The Company is applying funds raised in the above placement towards working capital and drill testing of its recently discovered iron (magnetite) target in Namibia. In Botswana, following the generation of five significant Zn/Pb soil geochemical anomalies and one significant Cu/Co anomaly, the Company is continuing its sampling programme over several other prospective areas within its 100%-owned 3,000 sq km neo-Proterozoic belt.

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

RESOLUTION 3

Ratification of a Previous Issue of Securities

On 16 September 2011 the Company announced it had reached agreements to place 26,375,000 shares with professional investors at an issue price of 0.8 of a cent to raise \$211,000.

As at 31 October and as reported in its quarterly report, the Company had only received \$141,000 (a shortfall of \$70,000) from that placement representing 17,625,000 shares (see Resolution 1 above). After applying for listing of the shares on 1 November 2011 official quotation was granted from 4 November 2011.

The Company has continued its fundraising efforts and on 7 November reached further agreements to place 36,500,000 shares at an issue price of 0.6 of a cent, to raise \$219,000 thus covering the shortfall of \$70,000 and raising an additional \$149,000. (Refer to Resolution 2)

Because of the shortfall and the fall in the Company's share price, those parties who remitted their funds at 0.8 of a cent in relation to the 16 September 2011 placement have been disadvantaged by the delay in closing off the initial placement. Accordingly the Company has allotted a further 5,875,000 shares, pro-rata to those parties to align the overall issues at 0.6 of a cent.

Additional Fully Paid Ordinary Shares issued to align to an issue price of .6 of 1 cent as announced to ASX on 8 November 2011		
	Issue Price	No. of Shares
Lomann Dev. Corp (for M Hubble)	nil	2,083,335
Mr Reginald Keene	nil	1,333,333
Carter Capital Limited	nil	833,333
Mr Bevis Michael Leigh Coulson	nil	666,666
Mr Matthew John Valentine	nil	625,000
Cen Pty Ltd	nil	333,333
TOTAL		5,875,000

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

Shares from this issue were all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing shares

The Board believes that the ratification of this issue is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 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.

4. RESOLUTIONS 4 AND 5 – REMOVAL AND APPOINTMENT OF AUDITOR

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which two months notice of intention to move the resolution has been given. The notice of intention to remove Deloitte Touche Tohmatsu is provided to Shareholders with this Notice of General Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting will be held less than two months after the notice of intention is given.

The Company provides the notice of intention to Shareholders as Appendix A(i) and (ii) to this Notice of Meeting and seeks the approval to remove the auditor even though the meeting may be held less than two months after the notice of intention is given.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If Deloitte Touche Tohmatsu is removed under Resolution 4, the Directors propose that BDO Audit (WA) Pty Ltd be appointed as the Company's auditor effective from the Meeting. The notice of intention to remove Deloitte Touche Tohmatsu as auditor of the Company and the nomination of BDO Audit (WA) Pty Ltd as auditor of the Company is provided to Shareholders in Annexure A to this Notice of General Meeting. BDO Audit (WA) Pty Ltd has given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

If Resolutions 4 and 5 are passed the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect at the close of this General Meeting

11 November 2011

The Board of Directors,
Mount Burgess Mining NL
Level 4
109 St Georges Terrace
PERTH

Dear Sirs,

NOMINATION OF BDO AUDIT (WA) PTY LTD AS AUDITOR OF MOUNT BURGESS MINING NL

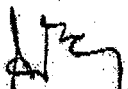
I, Alfred Patrick Stirling of 3 Spital Yard, Spital Square, London E1 6AQ, being a shareholder of Mount Burgess Mining NL (the Company) hereby request that a general meeting of the Company be held at the first available time, in any event no later than two months from the date of this notice, to consider and if thought fit, pass resolutions that:

1. Deloitte Touche Tohmatsu be removed as auditor of the Company; and
2. BDO Audit (WA) Pty Ltd be appointed as the new auditor of the Company

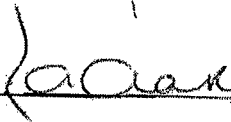
Furthermore, for the purposes of Section 328B(1) of the Corporations Act 2001, I hereby give you notice of the nomination of BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia, as auditor of the Company

Yours faithfully,

Signed by:
A P Stirling



in the presence of:



FULL NAME OF WITNESS
(BLOCK LETTERS)

KAREN ANN CLARK

ADDRESS

3 SPITAL YARD LONDON E1 6AQ

OCCUPATION

COMPANY SECRETARY

11 November 2011

The Board of Directors,
Mount Burgess Mining NL
Level 4
109 St Georges Terrace
PERTH

Dear Sirs,

NOMINATION OF BDO AUDIT (WA) PTY LTD AS AUDITOR OF MOUNT BURGESS MINING NL

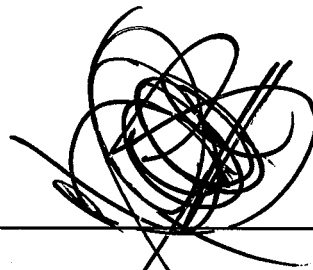
I, Nigel Raymond Forrester of 25 Melville Beach Road, Applecross, being a shareholder of Mount Burgess Mining NL (the Company) hereby request that a general meeting of the Company be held at the first available time, in any event no later than two months from the date of this notice, to consider and if thought fit, pass resolutions that:

Deloitte Touche Tohmatsu be removed as auditor of the Company; and
BDO Audit (WA) Pty Ltd be appointed as the new auditor of the Company

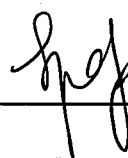
Furthermore, for the purposes of Section 328B(1) of the Corporations Act 2001, I hereby give you notice of the nomination of BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia, as auditor of the Company

Yours faithfully,

Signed by:
Nigel Raymond Forrester



in the presence of:



FULL NAME OF WITNESS
(BLOCK LETTERS)

SZE LENG CHAU

ADDRESS

82 Drummond St Bedford WA 6052

OCCUPATION

Accountant

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

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 9322 4607

📠 All enquiries to: +61 8 9322 6311

SHAREHOLDER PROXY FORM

Proxy forms will only be valid and accepted by Mount Burgess Mining N.L. if they are signed and received no later than two business days before the meeting, ie at 4 pm on Thursday 15 December 2011.

Please read the voting instructions overleaf before marking any boxes with an

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 General Meeting of the Company to be held at **4 pm on Monday 19 December 2011**, in the Marri Conference Room, Holiday Inn City Centre, 778 Hay Street, Perth, and at any adjournment or postponement of the meeting.

Mount Burgess Mining N L encourages you to direct your proxy how to vote on each item of business.

STEP 2 VOTING DIRECTIONS FOR YOUR PROXY

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

Ordinary Business

Resolution 1	Ratification of Previous Issue of Securities announced 16 September 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Previous Issue of Securities announced 8 November 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Previous Issue of Securities announced 8 November 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For

Against

Abstain¹

Special Resolution

Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i ¹ 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

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 2 (Individual)

Director

This form should be signed by the Shareholder. If a joint holding, either Shareholder 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.

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, please write the name of that person.

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 pm WST on Thursday 15 December 2011, being no later than two business days 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.
PO Box Z5301
PERTH WA 6831
-  By Fax: +61 9322 4607
-  By Hand: delivering it to Advanced Share Registry Services, 150 Stirling Highway, Nedlands, WA 6009.
OR to: the Company's Registered Office, Level 4, 109 St Georges Terrace, Perth, WA 6000.

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