



NOTICE OF GENERAL MEETING

A General Meeting of Mount Burgess Mining N.L. will be held in the Boardroom, Level 15, AMP Tower, 140 St Georges Terrace, Perth, Western Australia on Friday 22 June 2012 commencing at 3 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 – 7 February 2012

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 41,666,667 shares to sophisticated and professional investors at 0.6 of one cent each, in accordance with announcement to ASX on 7 February 2012, 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 – 15 May 2012

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 30,000,000 shares to sophisticated and professional investors at 0.3 of one cent each, in accordance with announcement to ASX on 15 May 2012, 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.)

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. 3 p.m. Wednesday 20 June 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 Wednesday 20 June 2012. 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



Company Secretary
Mount Burgess Mining N.L.
21 May 2012

ACN: 009 067 476
Level 4, 109 St Georges Terrace
Perth, Western Australia 6000
Tel: (61 8) 9322 6311
Fax: (61 8) 9322 4607
mtb@mountburgess.com
www.mountburgess.com

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 22 June 2012.

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 and 2 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 and 2 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 announced 7 February 2012

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 7 February 2012		
	Issue Price (\$)	No. of Shares
Mr Achim Decker	0.006	700,000
Aurum Holdings Pty Ltd	0.006	833,334
Dr Cameron Allan + Dr Judith Ann Burton	0.006	1,000,000
Dr Vernon Moo + Mr Ronald Moo	0.006	1,000,000
Mr Wayne Francis Bridgman + Mrs Kerry Ann Bridgman	0.006	1,000,000
Mr Richard James Cooper + Mrs Alyson Jade Cooper	0.006	1,000,000
Venetian Cargoes Pty Ltd	0.006	1,000,000
Mr Michael Damian Murphy & Mr Luke Gerard Murphy (Ruby Bank Super A/C)	0.006	1,333,333
Achim Decker Holdings Pty Ltd	0.006	1,500,000
Mimcliff Pty Ltd	0.006	1,533,333
Mr John Potter	0.006	1,600,000
Bernard Marie Francois Le Clezio<BMF Le Clezio Super Fund A/C>	0.006	1,666,667
Mr JJ & MRs JR Moore	0.006	1,666,667

Fully Paid Ordinary Shares taken up in Placement announced to ASX on 7 February 2012 (cont'd)		
	Issue Price (\$)	No. of Shares
Barclay Super P/L	0.006	2,000,000
Armuk Pty Ltd	0.006	2,000,000
Mr Ross William Mclellan	0.006	2,000,000
Cen Pty Ltd	0.006	2,500,000
Dr Bruce Ronald Lewis + Mr Robert Lewis	0.006	3,000,000
Mrs Mary Elizabeth Cummins	0.006	4,000,000
Mr Reginald Keene	0.006	5,000,000
Strata Drilling WA Pty Ltd	0.006	5,333,333
TOTAL		41,666,667

**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 Base Metals 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 announced 15 May 2012

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 taken up in Placement announced to ASX on 15 May 2012		
	Issue Price (\$)	No. of Shares
Cen Pty Ltd	0.003	3,333,334
E A English	0.003	6,666,666
W B Nominees	0.003	8,333,334
Strata Drilling	0.003	11,666,666
Total		30,000,000

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

Shares issued from this placement will be 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 this placement towards working capital and further resource development.

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.

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 3 pm on Wednesday 20 June 2012.

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 **3 pm on Friday 22 June 2012**, in the Boardroom, Level 15, AMP Tower, 140 St Georges Terrace, 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

		For	Against	Abstain ¹
Resolution 1	Ratification of Previous Issue of Securities announced 7 February 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Previous Issue of Securities announced 15 May 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 3 pm WST on Wednesday 20 June 2012, 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.