

## NOTICE OF GENERAL MEETING

A General Meeting of Mount Burgess Mining N.L will be held at the Registered Office of the Company, Unit 8/800 Albany Highway, East Victoria Park, Western Australia, at 3 pm WST on Thursday 8 March 2018.

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### AGENDA

#### BUSINESS

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

#### ORDINARY RESOLUTION

##### **1 - Ratification of Previous Issue of Securities to Sophisticated and Professional Investors – October 2017**

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 27,277,775 shares to Sophisticated and Professional investors at 0.9 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 in favour of the resolution by or on behalf of:*

- *any person who participated in the issue or*
- *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.)*

##### **2 - Ratification of Previous Issue of Securities to Sophisticated and Professional Investors – December 2017**

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 17,777,776 shares to Sophisticated and Professional investors at 0.9 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 in favour of the resolution by or on behalf of:*

- *any person who participated in the issue or*
- *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 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 – (by 3 pm on Tuesday 6 March 2018). 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 Tuesday 6 March 2018. 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.

2 February 2018

# 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 General Meeting to be held on Thursday 8 March 2018.

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

**Under Resolutions 1 and 2** the Company is seeking Shareholder ratification of previous issues of securities under Listing Rule 7.4. Further detailed information is provided under Items 1 and 2 of this Explanatory Statement.

## 1. RESOLUTION 1 - RATIFICATION OF A PREVIOUS ISSUE OF SECURITIES TO SOPHISTICATED AND PROFESSIONAL INVESTORS IN OCTOBER 2017

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.

Resolution 1 is an ordinary resolution 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 under ASX Listing Rule 7.1 at that time.

**No. of Securities Issued:** 27,277,775 ordinary shares.

**Issue Price:** 0.9 of one cent per share

**Use of Proceeds:** The Company has applied funds raised in the above placement towards HQ diamond core drilling and assaying for resource development of its Kihabe Zinc/Lead/Silver project in Botswana together with 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.

**Allottee:** 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 Resolution 1, 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.

## 2. RESOLUTION 2 - RATIFICATION OF A PREVIOUS ISSUE OF SECURITIES TO SOPHISTICATED AND PROFESSIONAL INVESTORS IN DECEMBER 2017

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.

Resolution 2 is an ordinary resolution 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 under ASX Listing Rule 7.1 at that time.

<b>No. of Securities Issued:</b>	17,777,776 ordinary shares.
<b>Issue Price:</b>	0.9 of one cent per share
<b>Use of Proceeds:</b>	The Company has applied funds raised in the above placement towards HQ diamond core drilling and assaying for resource development of its Kihabe Zinc/Lead/Silver project in Botswana together with corporate administration costs.
<b>Terms of Securities:</b>	All shares were issued as fully paid ordinary shares ranking equally with existing shares. Quotation on the ASX was sought and obtained.
<b>Allottee:</b>	The shares were issued to Sophisticated and Professional Investors. None of the allottees were Related Parties.
<b>Recommendation:</b>	The Board believes that the ratification of these issues is beneficial for the Company. The Board unanimously recommends Shareholders vote in favour of Resolution 2, 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.

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**SHAREHOLDER PROXY FORM**

**General Meeting 8 March 2018**

**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 3.00 pm on Tuesday 6 March 2018. **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 at the Meeting hereby appoint the Chairman of the Meeting:

**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

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Or failing the person/body corporate named, or if no person/body corporate is named, the Chair or the Chair's nominee 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 Thursday 8 March 2018, at the Registered Office of the Company 8/800 Albany Highway, East Victoria Park, and at any adjournment or postponement of the meeting.

**STEP 2 VOTING DIRECTIONS FOR YOUR PROXY**

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

<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1 Ratification of a Previous Issue of Securities – October 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of a Previous Issue of Securities – December 2017	<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 and 2.**

ⓘ 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 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.

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 phoning 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 3.00 pm WST Tuesday 6 March 2018 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.