

Latrobe Magnesium Limited

ABN 52 009 173 611

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27 October 2003

Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sirs

RE: LISTING RULE 4.7

Please be advised that the Annual General Meeting of the Company will be held at the Ground Floor Training Room, 3 Spring Street, Sydney on Friday 28 November 2003 at 10 am.

A copy of the Notice of Annual General Meeting including Explanatory Statement as dispatched to shareholders is attached.

We confirm that the Annual Report dispatched to shareholders comprises only those documents already given to ASX under Listing Rule 4.5.

Yours faithfully

D L Hughes
Secretary

LATROBE MAGNESIUM LIMITED
ACN 009 173 611

NOTICE OF ANNUAL
GENERAL
MEETING

2003

IMPORTANT INFORMATION

This document is important. Please read it carefully
and if you require assistance, consult your legal
or financial adviser.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Latrobe Magnesium Limited ("Company") will be held at the ground floor training room, 3 Spring Street, Sydney on Friday 28 November 2003 at 10.00am.

ORDINARY BUSINESS:

1. Financial Statements and Reports

To receive and consider the financial statements of the Company and the Consolidated Entity for the year ended 30 June 2003 and the Reports of the Directors and Auditors thereon.

2. Election of Directors

a. Ordinary resolution to re-elect Mr K A Torpey as a Director.

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

"That Mr K A Torpey a Director of the Company, retiring by rotation in accordance with Article 12.2 of the Company's Constitution and being eligible be re-elected as a Director of the Company"

b. Ordinary Regulation to re-elect Mr P F Bruce as a Director.

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

"That Mr P F Bruce, a Director of the Company, retiring in accordance with article 12.4 of the Company's constitution and being eligible be re-elected as a Director of the Company.

c. Ordinary Resolution to re-elect Mr J Keniry as a Director.

To consider and if thought fit pass the following resolution as an ordinary resolution.

"That Mr J Keniry, a Director of the Company, retiring in accordance with Article 12.4 of the Company's Constitution and being eligible be re-elected as a Director of the Company.

3. Ordinary resolution to ratify share issue.

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

"That the allotment and issue by the company of 11,610,000 fully paid ordinary shares at 5 cents per share on 18 July 2003 pursuant to a private placement be and is hereby subsequently ratified in accordance with Listing Rule 7.4.

4. **Other Business**

To transact any other business which, in accordance with the Company's Constitution and the Corporations Law, may be legally brought before an Annual General Meeting.

By Order of the Board of Directors

D.L Hughes
Secretary

Dated 28 October 2003

The notice of meeting is accompanied by Explanatory Notes to shareholders which explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of Latrobe Magnesium Limited ("Company") with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

Re-election of Directors

- a. Mr K A Torpey retires in accordance with Article 12.2 of the Company's Constitution which provides that at each Annual General meeting one third of Directors must retire from office. The Directors to retire are those who have been longest in office since their last election or appointment.

Being eligible, Mr Torpey offers himself for re-election.

- b. Article 12.4 of the Company's constitution provides that Directors appointed as an addition to existing Directors will hold office until the next Annual General Meeting of the Company when the Director may be re-elected.

Messrs Bruce and Keniry having been appointed since the previous Annual General Meeting are required to retire under article 12.4 of the Company's constitution and, being eligible, offer themselves for re-election.

Ratify Issue of Shares

On 18 July 2003, 11,610,000 fully paid ordinary shares were issued pursuant to a private placement of shares. Shareholder approval was not required in accordance with Listing Rule 7.1 to approve the issue of the shares as the number of shares issued did not exceed 15% of the total issued capital of the Company at the time of the issue. Listing Rule 7.1 however, requires that no more than 15% of the total issued capital be issued in any twelve-month period. This means that if the Directors wished to issue further shares in the next twelve months the 11,610,000 shares would be taken into account when calculating the 15%. This however does not apply if the issue of those shares was subsequently approved by shareholders. Approval is therefore now being sought by the Directors to renew their ability to issue further shares not exceeding 15% of the total issued capital of the Company without taking into account the 11,610,000 shares issued on 18 July 2003.

The issue of the 11,610,000 shares raised \$580,500 before any costs of the issue.

The funds raised from the issue were utilised to meet the Company's immediate working capital requirements and to satisfy the requirements of the ASX in lifting the suspension on the quotation of the Company's securities. The shares issued pursuant to the private placement were issued on the terms and conditions attaching to shares under the Company's constitution.

A list of the allottees and the number of shares allotted to each allottee is attached as annexure "A".

NOTES

These notes form part of the Notice of Annual General Meeting and should be read in conjunction with the accompanying Explanatory Memorandum.

Voting

The company has determined in accordance with Section 1109N of the Corporations Law that any Member registered at 7:00pm Sydney Time on 26 November 2003 is entitled to attend and vote at the Annual General Meeting.

Voting Exclusion

Resolution – Ratify the issue of shares

The Company will disregard any votes cast on the resolution to ratify the issue of shares by any person or their associates who were allotted and issued with any of the 11,610,000 shares issued pursuant to the private placement dated 18 July 2003. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Proxies

A member who is entitled to vote at the Meeting has a right to appoint a proxy and should use the proxy form accompanying this Notice. The proxy need not be a member of the Company.

A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, section 249X of the Corporations Law will take effect so that each proxy may exercise half of the votes (ignoring fractions)

A proxy's authority to speak and vote for a member at the meeting is suspended if the member is present at the meeting.

The proxy form must be signed and dated by the member or the member's attorney. Joint members must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received:

- At level 29 Tower Building
Australia Square
264 George Street
SYDNEY NSW 2000; or
- On fax number (02) 9251 7138

Not later than 10am (Sydney time) on 26 November 2003

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at Meetings of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

PROXY FORM

I/We
[Please print]

of
[Please print]

being a member of Latrobe Magnesium Limited appoint:

Name of proxy

Address of proxy

or failing him or her, the chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the company to be held on 28 November 2003 and at any adjournment of that meeting.

If 2 Proxies are being appointed, the proportion of voting rights that this Proxy is authorised to exercise is % . (The Company will supply an additional form on request.)

PROXY INSTRUCTIONS

If you wish to instruct your proxy how to vote, insert X in the appropriate column against each item of business set out below.

I/We instruct my/our proxy to vote as follows

RESOLUTION	FOR	AGAINST	ABSTAIN
Ordinary resolution to elect Mr K A Torpey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary resolution to elect Mr P F Bruce as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary resolution to elect Mr J Keniry as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution to ratify an issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Unless otherwise directed, the proxy holder may vote as he/she thinks fit, or abstain from voting.

The Chairman intends to vote all undirected proxies that he receives in favour of the resolutions to be placed before the meeting.

If you do not wish to direct your proxy how to vote, please place a mark in the box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes by him other than as proxy holder will be disregarded because of that interest.

DATED: 2003

If the member is an individual

Signature

If the member is a company:

THE COMMON SEAL of)
is affixed in)
accordance with its Constitution in)
the presence of)

.....
Director/Secretary

.....
Director

.....
Name of Director/Secretary *[print]*

.....
Name of Director *[print]*