



Mount Gibson Iron Limited

ABN 87 008 670 817



First Floor, 7 Havelock Street
West Perth 6005, Western Australia

PO Box 55, West Perth WA 6872

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VIA: WWW.ASX.ONLINE.COM

27 October 2004

No. Pages = 5

The Manager
Company Announcements
Australian Stock Exchange Limited
Level 10, 20 Bond Street
SYDNEY NSW 2000

SUBJECT: NOTICE OF ANNUAL GENERAL MEETING

Please find following a Notice of Annual General Meeting to be held on Monday 29 November 2004, which is being mailed to Shareholders with the Annual Report lodged with the ASX today.

Yours sincerely
MOUNT GIBSON IRON LIMITED

Angela Dent
Company Secretary

Enquiries: Mr Brian Johnson
Managing Director
Telephone: 08-9485-2355
E-mail: brianjohnson@mtgibsoniron.com.au

NOTICE OF ANNUAL GENERAL MEETING
MOUNT GIBSON IRON LIMITED
ACN 008 670 817

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members of the Company will be held at:

The Sutherland Room, City West Function Centre

45 Plaistowe Mews

West Perth, Western Australia

on

29 November 2004 at 3:30 pm.

AGENDA

1. Company's Financial Statements and Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the Company for the year ended 30 June 2004

2. Re-election of Director – Ian Macliver

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

“That Mr Ian Macliver who retires in accordance with Clause 3.6 of the Company's Constitution, and being eligible, offers himself for re-election.”

3. Other Business

To transact any other business which may be brought forward in conformity with the Company's Constitution.

VOTING RESTRICTIONS

There are no voting restrictions on the resolution before this Meeting.

PROXIES

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Address: PO Box 55, West Perth, WA 6872
Facsimile Number: (08) 9485 2305

Each Member entitled to attend and vote at the Meeting has the right to appoint a proxy to attend and vote at the Meeting on his behalf. The Member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address notified by the Company at least 48 hours prior to the time of the commencement of the Meeting.

CONTACT DETAILS

If you wish to discuss any aspects of this document with the Company contact the Company Secretary, Angela Dent on telephone (08) 9485-2355.

BY ORDER OF THE BOARD
DATED 25 October 2004



Angela Dent
Company Secretary

PROXY FORM
MOUNT GIBSON IRON LIMITED
 ACN 008 670 817
ANNUAL GENERAL MEETING

Appointment of Proxy

I/We
 of
 For identification purposes, please provide your address or HIN

being a member of Mount Gibson Iron Limited entitled to attend and vote at the General Meeting, hereby

Appoint
 Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at The Sutherland Room, City West Function Centre, 45 Plaistowe Mews, West Perth, Western Australia on 29 November 2004 at 3.30pm and at any adjournment thereof.

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 your Appointee may exercise your proxy, even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder, will be disregarded because of that interest.

Voting on Business of the General Meeting

		For	Against	Abstain
Resolution 1	Re-election of Director – Ian Macliver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2004

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature	Director/Sole Director
Signature	Director/Company Secretary
Signature	Sole Director and Sole Company Secretary

PROXY FORM
MOUNT GIBSON IRON LIMITED
ACN 008 670 817

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged with this proxy.
6. To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of General Meeting as soon as possible and either:
 - send the Proxy Form by facsimile to the Company on (08) 9485 2305;
 - post to the Company at PO Box 55, West Perth WA 6872; or
 - deliver it to the registered office of the Company First Floor, 7 Havelock Street, West Perth, Western Australia,

so that it is received no later than 3.30pm WST on Saturday 27 November 2004.