

MOUNT BURGESS MINING N.L.

ACN: 009 067 476

NOTICE OF ANNUAL GENERAL MEETING

The 2008 Annual General Meeting of Mount Burgess Mining N.L. will be held in the Sandalwood/Sheoak Conference Room, Ground Floor, Holiday Inn City Centre, 778 Hay Street, Perth, Western Australia on Thursday 6 November 2008 commencing at 10.30am WST

BUSINESS

RESOLUTION 1

Financial Statements and Reports

To receive and consider the annual financial report, together with the Directors' and auditor's reports for the year ended 30 June 2008.

RESOLUTION 2

Election of Directors – Albert Murray Surtees

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

That, for all purposes, Mr Albert Murray Surtees appointed to the Board since the last Annual General Meeting of the Company and who retires as a Director and offers himself for election, is elected as a Director.

RESOLUTION 3

Election of Directors – Godfrey Edward Taylor

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

That, for all purposes, Godfrey Edward Taylor, who retires and offers himself for re-election, is re-elected as a Director.

RESOLUTION 4

Approval of Remuneration Report (Non-binding resolution)

To consider and if thought fit pass the following **advisory only resolution**:

To adopt the Remuneration Report for the year ending 30 June 2008.

Electronic Annual Report

Shareholders are advised that the Company's 2008 Annual Report is now available in pdf format to view/download at <http://www.mountburgess.com>

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 General 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 48 hours before the commencement of the meeting i.e. 10.30a.m. on 4 November 2008 WST. Any Proxy Form received after that time will not be valid for the scheduled meeting.

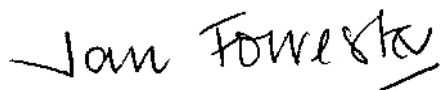
Entitlement to vote

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 10.30 am (WST) on 4 November 2008. 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 October 2008

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 2008 Annual General Meeting.

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 Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

1. Resolution 1 Financial Statements and Reports

As a Shareholder you are entitled to submit one written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- The content of the auditor's report; or
- The conduct of the audit in relation to the financial report

All written questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

2. Resolution 2 & 3 Election of Directors

Clause 13.6 of the Constitution, requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for re-election at that Annual General Meeting.

In accordance with Listing Rule 14.4 and Clause 13.3 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Albert Murray Surtees appointed to the Board since the last Annual General Meeting, now retires. Being eligible he offers himself for election as a Director.

Mr Godfrey Taylor retires by rotation at this meeting and, being eligible, offers himself for re-election.

The candidates' details are as follows:

Murray Surtees, B.Sc, MDP, FAUSIMM

Executive Director, Exploration & Resource Development

Mr Murray Surtees, Geologist, has many years of geological experience, having managed projects in Africa, South America, Australia and the Near East, exploring for base metals and gold. Latterly he was Exploration Manager, Eastern Africa for Anglo American plc, managing operations in twelve different countries. He has significant experience in the evaluation and assessment of the economic viability of mineral properties and projects, which includes the assessment of a SEDEX deposit similar to the Company's Kihabe Project.

Godfrey Edward Taylor, LLB

Non-Executive Director

Mr Taylor, who was appointed to the Board on 2 July 1999, graduated in law from the University of Western Australia in 1968 and was admitted to practice in 1970. He has been practising law for about 30 years and specialises in commercial and corporate law. Mr Taylor and his family were original shareholders in the Company and have been shareholders throughout its existence.

The Directors recommend that Shareholders vote in favour of the re-election of Messrs Surtees and Taylor in Resolutions 2 and 3.

3. Resolution 4

Approval of Remuneration Report (Non-binding resolution)

Shareholders are entitled to vote on the question whether the Remuneration Report as contained in the Annual Report for 2008 is to be adopted.

Shareholders should note that Resolution 4 is an “advisory only” resolution which does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

PROXY FORM FOR 2008 ANNUAL GENERAL MEETING

PLEASE RETURN TO:

Company Secretary
c/o Advanced Share Registry Services
PO Box 1156
Nedlands 6909
Western Australia
OR
150 Stirling Highway
Nedlands 6009
Western Australia

I/We, the abovenamed, appoint (*)

or in his/her absence (*)

of (address)

or in his/her absence the CHAIR (**) of the meeting as my/our proxy to vote on my/our behalf in respect of

ALL or (***) of my/our shares at the Annual General Meeting of the Company to be held at 10.30 am WST on Thursday 6 November 2008 and any adjournment of that meeting.

I/we direct my/our proxy to vote in respect of each resolution to be considered as indicated with an "X" in the Resolution boxes, and to vote or abstain in respect of a procedural resolution as my/our proxy thinks fit.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place an "X" in the box to the right.

☐

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority of a poll is called on the resolution.

Notes:

* A proxy need not be a member of the Company.

** The Chair of the meeting intends to vote in favour of all resolutions in respect of undirected proxies given to him.

*** A member entitled to attend and vote may appoint not more than two proxies. Separate forms must be used for each proxy. Each proxy must be appointed to represent a specified proportion or number of the member rights by inserting the relevant proportion or number of shares each proxy may vote. If the proxy form does not specify a proportion or number of votes then each proxy may exercise half of the member's votes.

	Resolution	For	Against	Abstain
1.	Financial Statements, Directors' and auditor's reports	☐	☐	☐
2.	Election of Directors – Albert Murray Surtees	☐	☐	☐
3.	Election of Directors – Godfrey Edward Taylor	☐	☐	☐
4.	Approval of Remuneration Report (Non-binding resolution)	☐	☐	☐

If no direction is given, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution to be considered by the meeting and any adjournment of the meeting.

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

To be valid, this proxy form, together with the power of attorney or other authority under which it is signed, must be sent or delivered to the Company's Registered Office or the offices of Advanced Share Registry Services, or faxed to (61 8) 9322 4607 by 10.30 am on Tuesday 4 November 2008.

INSTRUCTIONS

1. Name and Address

Please print your name and address as it appears on your holding statement and the Company's Share Register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated.

2. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. 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.

3. Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding 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 box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

4. 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 please write then name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5. Signing Instructions

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 this document 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) 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.
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If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission

6. Lodgement of a Proxy

This 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 48 hours before the commencement of the meeting. i.e. 10.30am WST on 4 November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.