



ACN: 009 067 476

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of Mount Burgess Mining N.L. will be held in Meeting Room 3, Balmoral Hotel, 901 Albany Highway, East Victoria Park, Western Australia on Friday 12 April 2013 commencing at 3 p.m.

BUSINESS

An Explanatory Statement containing information in relation to the following three resolutions accompanies this Notice of General Meeting. This Notice of Meeting should be read in its entirety together with the Explanatory Statement and the Proxy Form.

ORDINARY RESOLUTIONS

RESOLUTION 1

Ratification of a Previous Issue of Securities to Sophisticated and Professional Investors

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 prior allotment and issue of 6,149,210 shares to Sophisticated and Professional Investors at 0.2 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 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 a Previous Issue of Securities for Consultancy Services

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 prior allotment and issue of 4,000,000 shares to consultants, for no consideration, for geological and metallurgical services provided during 2012. Further details are 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.)

RESOLUTION 3

Approval for Further Issue of Shares

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval be and is hereby given to allot and issue to Sophisticated Investors and Professional Investors up to 15% of the issued capital of the Company (as fully paid ordinary shares at an issue price of up to 20% discount of the VWAP of the preceding five trading days) for the purposes and on the terms and conditions set out in the Explanatory Statement."

(The Company will disregard any votes cast on Resolution 3 by a person and an associate of that person, who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However the Company need not disregard any 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 (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 no later than 3 pm (WST) on 10 April 2013 (48 hours or two business days) before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

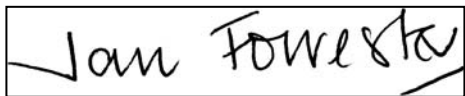
Entitlement to vote

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 3 pm (WST) on 10 April 2013. 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

A handwritten signature in black ink, reading "Jan Fowler", is enclosed within a rectangular box.

Company Secretary

Mount Burgess Mining N.L.

8 March 2013

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at a General Meeting of Shareholders.

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 Resolution 1 the Company is seeking ratification of a previous Issue of Securities under Listing Rule 7.4. Further information is provided under Item 1 of this Explanatory Statement.

Under Resolution 2 the Company is seeking approval for an issue of securities in respect of consulting services. More details are given in Item 2.

By Resolution 3 the Company is seeking approval in advance for an issue of securities and full details are given in Item 3.

1. RESOLUTION 1

Ratification of Previous Issue of Securities to Sophisticated and Professional Investors

Mount Burgess Mining issued 111,500,000 shares to Sophisticated and Professional Investors under section 708 of the Corporations Act between 19 December 2012 and 25 January 2013. Of the total 111,500,000 shares the Company had:

a) received shareholder approval under ASX Listing Rule 7.1 to issue up to 15% of its total issued securities shares at a General Meeting of its shareholders held on 22 November 2012 which represented 105,350,790

b) issued the remaining 6,149,210 shares from its annual 15% threshold as outlined below.

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 at that time.

No. of Securities Allotted:	6,149,210
Issue Price:	0.2 of 1 cent per share.
Use of Proceeds:	The Company has applied funds raised in the above placement towards working capital and exploration and resource development on its Zinc/Lead/Silver projects in Botswana and Namibia.
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.
Allotees:	The shares were allotted to Sophisticated and Professional Investors.
Recommendation:	The Board believes that the ratification of this issue 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 issue 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 Previous Issue of Securities for Consultancy Services

On 4 February 2013 the Company announced the issue of 4,000,000 shares to consultants for geological and metallurgical services provided during 2012.

Resolution 2 is an ordinary resolution under which Shareholder approval is now sought to ratify the shares previously issued for these services.

The Company has allotted and issued 4,000,000 shares to consultants in order to preserve its cash resources and to recognize and retain the services of valued consultants during current challenging economic conditions.

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.

For the purpose of satisfying the requirements of ASX Listing Rule 7.4 the Company is proposing that shareholders approve and ratify the allotment and issue of shares (detailed below) to consultants of the Company.

No. of Securities Allotted:	4,000,000
Issue Price:	The shares were issued for nil consideration but have an ASX deemed issue price of 0.2 of 1 cent.
Use of Proceeds:	The shares referred to in Resolution 2 were issued for nil consideration as part of the Company's strategy to preserve cash and maintain access to highly skilled professional consultants. Accordingly, no funds were raised from the issue.
Terms of Securities:	The shares were issued as fully paid ordinary shares ranking equally with existing shares. Quotation on the ASX was sought and obtained.
Allotees:	Professional Technical Consultants – consultants engaged by the Company for the provision of geological and metallurgical services.
Recommendation:	The Board believes that the ratification of this issue 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 issue of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval

3. RESOLUTION 3

Approval for Further Issue of Shares

Resolution 3 is an ordinary resolution which seeks approval for the further issue of up to 15% of the issued capital of the Company to Sophisticated and Professional Investors. Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of Shares on issue at the commencement of that 12 month period.

The Company will apply any funds raised from a further issue of shares towards working capital and exploration and resource development on its Zinc/Lead/Silver projects in Botswana and Namibia.

The effect of Resolution 3 will be to allow the Directors to issue the shares pursuant to Resolution 3 without using the Company's 15% annual capacity. Listing Rule 7.3 requires that certain information accompany the Notice of General Meeting in relation to an approval under Listing Rule 7.1. This information is set out below:

Maximum No. of Securities:	The maximum number of securities to be issued pursuant to Resolution 3 would be 15% of the issued share capital of the Company. For example on 1 March 2013 the Company's issued share capital stood at 817,838,602 shares. If the Company then proceeded to make a placement under Resolution 3, if approved, the maximum number of securities to be issued in that placement would be 122,675,790.
Allotment and issue of securities:	The Shares to be issued pursuant to Resolution 3, if required, will be allotted and issued to Sophisticated Investors and Professional Investors no later than three (3) months after the date of approval at the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue Price of Securities:	The Shares will be issued at a minimum price. The minimum price will be at least 80% of the average market price calculated over the last five days on which sales in the securities were recorded before the day on which the issue is made.
Allotees:	The Shares will be issued to Sophisticated Investors and/or Professional Investors for the purposes of section 708(8) and 708(11) of the Corporations Act. None of the Shares will be issued to Directors or Related Parties of the Company.
Terms of Securities:	The Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
Recommendation:	The Board recommends shareholders vote in favour of Resolution 3. It would allow the issue of up to 15% of the issued share capital of the Company, if required, avoiding the limitations of approval processes required for shares issued under Listing Rule 7.1

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 9389 7871

☎ All enquiries to: +61 8 9355 0123

SHAREHOLDER PROXY FORM FOR GENERAL MEETING TO BE HELD ON 10 APRIL 2013

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 10 April 2013.

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 12 April 2013** in Meeting Room 2 at the Balmoral Hotel, 901 Albany Highway, East Victoria Park, W.A. 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 to Sophisticated & Professional Investors	☐	☐	☐
Resolution 2 Ratification of Previous Issue of Securities for Consultancy Services	☐	☐	☐
Resolution 3 Approval for Further Issue of Shares	☐	☐	☐

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 1 (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 10 April 2013, 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.
8/800 Albany Highway
East Victoria Park WA 6101
-  By Hand: Advanced Share Registry Services, 150 Stirling Highway, Nedlands, WA 6009
or Mount Burgess Mining N.L. 8/800 Albany Highway, East Victoria Park, WA 6101
-  By Fax : +61 8 9389 7871 (Advanced Share Registry Services)
or +61 8 9355 1484 (Mount Burgess Mining NL)

If you would like to attend and vote at the General Meeting, please bring this form with you.