

MOUNT ROMMEL MINING LIMITED

A.C.N. 005 583 031

Registered office: Suite 304, 22 St Kilda Road St Kilda, Victoria 3182

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 5th Annual General Meeting of Members of Mount Rommel Mining Limited ("Mount Rommel" or the "Company") will be held at 28 Lawson Crescent, Thomastown, Victoria at 11.00 am on Saturday, 1 November 2008. (AEDST).

AGENDA

The Explanatory Statement, which accompanies and forms part of this Notice, describes the matters to be considered.

ORDINARY BUSINESS

Receive and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the remuneration report) and auditors for the year ended 30 June 2008 and to provide members with the opportunity to raise any issues or ask questions generally of the Directors.

1. Re-election of Mr Hamish Hunt as a Director of the Company

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

"That Mr Hamish Hunt, who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."

2. Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2008 be adopted."

3. Election of Mr John Miedecke as a Director of the Company

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

"That Mr John Miedecke, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

4. Ratification of Placement of 800,000 Shares at 12.5 cents

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

"That, for the purpose of the Listing Rules and for all other purposes, shareholders ratify the allotment and issue of 800,000 shares at a deemed issue price of 12.5 cents to Twenty Seventh Yeneb Pty Ltd (27th) and otherwise on the terms set out in the Explanatory Statement accompanying this Notice."

5. Ratification of Placement of 300,000 Shares to the Directors

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

“That, for the purpose of the Listing Rules and for all other purposes, shareholders ratify the allotment and issue of 300,000 shares at an issue price of 10 cents to Mr Frederick Hunt, Mr Hamish Hunt and Mr Johannes Venter and otherwise on the terms set out in the Explanatory Statement accompanying this Notice.”

By order of the Board

Melanie J. Leydin
Company Secretary
Melbourne 24th September 2008

NOTES

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00 p.m. (AEDST) on 29 October 2008 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. Where a voting exclusion applies, the Company need not disregard a vote if is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
4. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Link Market Services Limited in accordance with the instructions set out in the proxy form by no later than 11am (AEDST) on 30 October 2008.

If members have any questions about the contents of any of these documents or the completion of the Proxy Form, please contact the Company Secretary (03 9692 7222).