

MOUNT ROMMEL MINING LIMITED

A.C.N. 005 583 031

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

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the Notice of Annual General Meeting, please contact the Company, your stockbroker or other professional adviser.

RESOLUTIONS

1 Resolution 1 – Re-election of a Director – Mr Hamish Hunt

Mr Hamish Hunt retires from office as a Director of the Company in accordance with the Company's Constitution regarding the rotational retirement of Directors and, being eligible, offers himself for re-election.

Mr Hunt is the finance controller of BHM Stainless Group Pty Ltd. Mr Hunt is an industrial chemist actively participating in manufacturing items for large scale installations in various heavy industry environments. Mr Hunt has been a Director of the Company since 25 September 2003.

2 Resolution 2 – Adoption of Remuneration Report

The Company is required to include in its Directors' Report a detailed Remuneration Report relating to Directors' and Executives' remuneration. Section 300A of the *Corporations Act* sets out the information to be included in the Remuneration Report. A copy of the report appears on pages 6 to 9 of the Company's Annual Report.

Section 249L(2) and 250R(2) of the *Corporations Act* require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's annual general meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under Section 250SA of the *Corporations Act*, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

3 Resolution 3 – Election of a Director – Mr John Miedecke

Mr John Miedecke was appointed to the Board of Directors during the year and, in accordance with the Company's Constitution, can only hold office until the next annual general meeting of the Company where he is eligible for re-election.

Mr Miedecke was appointed Director of Mount Rommel Mining Limited on 14 January 2008. Mr Miedecke is a civil and environmental engineer with over 30 years experience in the mining industry within Australia and internationally. He was a founding director of Beaconsfield Gold NL in 1993 and was involved with the reopening of the gold mine and bringing the mine into production. He resigned in 2003 after the Company was re-listed after falling into receivership. He is based in Hobart and operates an environmental and engineering consultancy.

4 Resolution 4 – Ratification of Proposed Placement of 800,000 shares at 12.5 cents

The Company is seeking shareholder approval to ratify the proposed placement of 800,000 fully paid ordinary shares to Twenty Seventh Yeneb Pty Ltd (27th), pursuant to the terms of the agreement made with the Company for joint operations at Glenfine.

The proposed allotment of shares are valued at \$100,000 and represent a consideration for identification of the exact location of gold bearing sands warranting treatment.

The Listing Rules provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities.

The Listing Rules requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to the Listing Rules:

1. The number of shares to be allotted and issued are 800,000.
2. The Shares to be issued at a price of 12.5 cents.
3. The Shares to be allotted and issued will rank equally with the existing Shares on issue.
4. The Shares to be allotted and issued will be in regards to the agreement held between Mount Rommel Mining Limited and Twenty Seventh Yenab Pty Ltd (27th) and is in consideration for the assistance in obtaining a mining lease.

Voting Exclusion:

The Company will disregard any votes cast on this resolution by a person who participated in the issue or an associate of a person who participated in the issue. However the Company need not disregard a vote if:

- (a) 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
- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

5 Resolution 5 – Ratification of Placement of 300,000 shares at 10 cents

The Company is seeking shareholder approval to ratify the previous issue of 300,000 fully paid ordinary shares to Mr Frederick Hunt, Mr Hamish Hunt and Mr Johannes Venter (former Director) under the terms set out in the company's prospectus dated February 2006:

The proposed allotment of shares are valued at \$30,000 as part remuneration and in payment for services related to the applications for rights by Bonshaw Gold Pty Ltd.

The Listing Rules provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities.

The Listing Rules requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to the Listing Rules:

1. The number of shares allotted and issued was 300,000.
2. The Shares were issued at a price of 10 cents.
3. The Shares allotted and issued rank equally with the existing Shares on issue.
4. The Shares were allotted and issued to the directors of the Company in consideration for Director's Remuneration.

Voting Exclusion:

The Company will disregard any votes cast on this resolution by a person who participated in the issue or an associate of a person who participated in the issue. However the Company need not disregard a vote if:

- (a) 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
- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

DATED this 24th day of September 2008 at Melbourne.
By order of the Board

Melanie J. Leydin
Company Secretary
Melbourne