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6 November 2008

GENERAL ANNOUNCEMENT – NSX

At the Annual General Meeting of Members of the Company on Saturday 1 November 2008, the Chairman of the Company began the meeting by informing those present of the substantial number of proxy votes lodged and that those votes would effectively ensure passage of all Resolutions before the meeting.

Those members attending in person were representatives of 16 shareholders.

There was no formal address, the Chairman advising he would proceed in this manner –

- Making comments at the outset (see below) to enable members present to evaluate the holdings of the Company, and the Company 2006/2007 drill results, against a current and significant Victorian benchmark.
- Progressing through the formal Agenda as on the Notice Paper.
- Closing the formalities of the meeting, so that members present could come to a collective decision as to how now to quickly proceed.

The "Comments" were these –

- 1. On 5 February 2008, Directors asked the EL holder at Glenfine (then Leviathan, under procedures of acquisition by Northgate Mineral Corporation of Canada) for written consent to allow the making of MIN application 5492.
- 2. On 7 March 2008, Northgate gave the Company that written consent necessary to allow MIN 5492 application to be readily processed by the Department of Primary Industries.

Directors today wish to make all members aware of the current public release of Northgate (website www.northgate.com) where there are

- Second quarter drill results
- A summarized geology related to mine grade and performance.
- Details of the purchase of Fosterville and Stawell goldmines, including the cash price paid.

The Northgate data will be found at different parts of that interesting web site. Members will also read how Northgate have released exploration rights to others, and at what price.

This public release is a good guide as to why the market has been uninformed about the real prospects possible with gold in Victoria. Members should reconsider the value of the tenements of the Company, especially Allendale.

The Chairman then proceeded to conduct the business on the Agenda, commencing with acceptance of the Minutes, the AGM of Year 2007.

The formal meeting closed at 11.35 a.m.

The outcome of Resolutions put to the shareholders at this year 2008 AGM was that all Resolutions were passed, the resolutions being –

- 1. 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, by re-elected as a Director of the Company.
- 2. That the Remuneration Report the year ended 30 June 2008 be approved.
- 3. 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 a Director of the Company.
- 4. 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 (provided to Members with the Notice Paper).
- 5. That for the purpose of the Listing Rules and for all other purposes, shareholders ratify the allotment and issue of 300,000 shares in total at an issue price of 10 cents per share to Mr. F.L. Hunt, Mr. H. Hunt and Mr. J. L. Venter and otherwise on the terms set out in the Explanatory Statement (provided to members with the Notice Paper).

Attached is a discloser of proxy votes for the purposes of Section 251 AA of the Corporations Act 2001 (C'th)

F.L. Hunt Chairman 6 November 2008

Following the meeting

Directors and shareholders present discussed the issue by Heritage Victoria of a Permit for test works on site at Glenfine, and its ramifications. Members present also discussed the present status of project work at Clunes, and at Allendale. The outcome of all discussions has been published on the Company website, and is summarily made public in the Disclosure Notice hereunder which has been separately posted to all members today.

DISCLOSURE TO MEMBERS

Below is the Chairman's Outlook which appears with pictures on the website.

It will be seen from that text that Directors are entering into loan arrangements, confident of the outcome of on-site sampling at Glenfine.

These loan arrangements are not to be construed as any offer to the public, being solely between the Company and persons who are its Members.

On the grant of the Permit by Heritage Victoria, there was a sudden and consequential need for short-term funds to move the program at Glenfine quickly ahead. Directors discussed these money requirements (itemised) with shareholders attending on AGM day. The extra cash amount of \$80,000 includes payments to conclude the purchased Agreement, to supply bond money to government, to modify if need be the Public Liability insurance, and to carry out the work both on-site and in the laboratory. The cost offset is that plant design costs might be halved.

A premium of 25% is to be paid to those making short-term loan funds available to the Company – Directors seeking to avoid any issue of further shares at this time. Loan funds are to be repaid from any of the following – net proceeds of a future rights issue or future capital raising, or from the proceeds of production.

Of the \$80,000 sought by Directors, a total of \$40,000 was pledged on 1st November, 2008. Any Members of the Company who did not attend the AGM, and who would consider taking a direct interest in either this test program, or (in future) the plant to be built, are invited to contact Directors.

CURRENT CHAIRMAN'S OUTLOOK (from Website)

The "Outlook" is good ... very good.

At the AGM on Saturday 1 November, representatives of 8 of the Top 20 shareholders were present, and there were other shareholders including 67 by proxy. At the AGM all 5 Resolutions on the Agenda were passed. The results of the formal AGM will be posted on the NSX shortly, in the manner required by the NSX.

The "breaking news" - see below - brought about strong shareholder discussion after the formal AGM. "News" travels fast; its outcome was that those present:

- Voted to continue as rapidly as possible;
- Voted private money to make things happen quickly
- 1. It is important to weigh up speed and costs.
- 2. The cost of a rights issue for cash, and the time it takes is just too slow.
- 3. Members present could see the direct advantage in providing private loan funds to attain early results.

No shareholder would be disadvantaged by these loan arrangements, the Company to pay a fair premium for early availability of funds. Every shareholder is likely to benefit from speedy site appreciation, followed by more effective plant design.

To guide shareholders through what happened on Saturday 1 November, and is ongoing, here is a briefing about Glenfine –

During the day and late afternoon of 31 October, Directors received :

- email confirmation of a Permit from Heritage Victoria authorising the test pits to proceed;
- email confirmation from each of the two landowner parties, giving consent to proceed, (which removed the need to wait out 60 days for appeals against the Permit);
- At the AGM members were able to read the Permit and note that it means all 8 pits within the "orange" area (see map on website) can proceed, subject to DPI Work Plan approval only.

The test pits are for -

 collection of bulk samples of Glenfine sands, to enable test of bigger sizes, to confirm the Glenfine gold can be rapidly extracted from these sands, and collection of samples of the basalt clays just under the sands, which are a likely trap for gold leaching down through the sands over the last 100 years

Rapid extraction of metals is the key here, if money is to be made.

In some parts, these sands are still actively leaching.

- The landowners of Glenfine are keen to have remediation proceed through the mining of these sands, and
- The Company can be fortunate through gold recovery at the same time as the metals clean-up takes place at Glenfine.

The time for test pits is now before the Christmas break, subject only to a DPI Work Plan approval.

The gold value is worth the energy and effort. Time to complete the ground tests, put the treatment plant together and commence larger volumes - like 5,000 tonnes in a two month burst of activity.

The near-term objectives are these -

- Gain DPI Work Plan approval before Christmas;
- Organise with the intent to treat a batch of 5000 tonnes in the period March to May 2009;
- Assess results in gold produced before 30 June, 2009;
- Be ready to continue production.

Those shareholders present after the AGM meeting agreed the November/December funds requirement could be privately found (the Company to pay a premium on this money appropriate to risk, and pay back all borrowings within 12 months). The premium on these limited borrowings was agreed by the shareholders present on 1 November, 2008.

Any present shareholders who did not attend the meeting and who would consider taking a direct interest in either the test program or the plant to be built are invited to contact directors.

Things are really moving. Growing knowledge about Allendale and its prospects will be the subject of the next "briefing" - for now the emphasis should truly be on Glenfine.

A comment on the resolutions before the AGM. It is now a matter of record (the AGM Minutes) that, unsolicited over one-quarter of the shares in the Company represented by 67 proxy holders voted to ensure ALL the resolutions would be carried. I am reminded of a very old Russian proverb, roughly translated, goes this way: "The potential to win has a fragrance all of its own...."



ANNUAL GENERAL MEETING Saturday, 1 November, 2008

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

			Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
Resolution		Votes <i>For</i>	Votes Against	Votes Discretionary	Votes <i>Abstain</i>	For	Against	Abstain **	
1	RE-ELECTION OF MR HAMISH HUNT AS A DIRECTOR OF THE COMPANY	7,932,544	0	2,043,796	0	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands	
2	ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)	7,747,544	0	2,118,796	110,000	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands	
3	ELECTION OF MR JOHN MIEDECKE AS A DIRECTOR OF THE COMPANY	7,852,544	5,000	2,118,796	0	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands	
4	RATIFICATION OF PLACEMENT OF 800,000 SHARES AT 12.5 CENTS	7,662,544	85,000	2,118,796	110,000	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands	
5	RATIFICATION OF PLACEMENT OF 300,000 SHARES TO THE DIRECTORS	7,329,925	165,000	2,118,796	165,000	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands	

^{** -} Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item