

Pegmont Mines Limited

ACN 003 331 682

Registered Office

Walker Wayland Services P/L
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Sydney, NSW 2000
Telephone: (02) 8437 3591
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Mail: PO Box 849
Crows Nest, NSW 1585

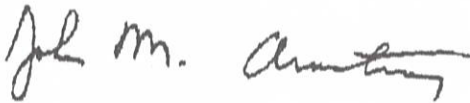
19 April 2011

Dear Shareholder,

Company Circulars

We are pleased to enclose the following documents for your consideration:

- **Annual Report** for the year to 31 December 2010
- **Notice of meeting** to be held on Thursday 26 May 2011; together with explanatory statement.
- **Proxy Form.**



John M. Armstrong
Chairman

Pegmont Mines Limited
ABN 97 003 331 682

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Pegmont Mines Limited will be held in the Board Room, Walker Wayland Services Pty Ltd, Level 8, 55 Hunter Street, Sydney on Thursday, 26 May 2011 at 12.00pm(noon)

Ordinary Business- Ordinary Resolutions requiring 50% of votes in favour to pass.

Item 1. To consider the Director's Report, Balance Sheet and Accounts for the year ended 31 December 2010 and Auditor's Report thereon.

Item 2. Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution:

"That the Remuneration Report be adopted."

Item 3. Resolution 2: To elect a Director

Mr Ian N S. Sloan, in accordance with the Company's Constitution retires from office and being eligible, offers himself for re-election.

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

"That Mr Ian N S Sloan be re-elected a Director of the Company."

Item 4. Resolution 3: Managing Director's Appointment

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

"Mr Malcolm A. Mayger's appointment as Managing Director be extended for a further period until the Annual General Meeting of members in 2013".

Item 5. Resolution 4: Chairman's Appointment

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

"Mr John M. Armstrong may continue to act as Chairman of Directors until the Annual General Meeting of members in 2013".

Other Business

- Item 5.** To transact any other business which may be brought before the meeting in accordance with the Constitution.

Dated the 19th day of April 2011

BY ORDER OF THE BOARD



CHRISTOPHER D. LESLIE
Company Secretary

Notes:

Entitlement to vote: Persons whose names are set out in the register of members of the Company as at Tuesday, 24 May 2011 at 12.00pm (noon) are entitled to attend and vote at the meeting convened by this notice.

Appointment of proxies: Each member may appoint a proxy. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of votes, the member may exercise half the votes. Fractions of votes will be disregarded. A proxy need not be a member of the Company. To be valid, a proxy must be received by the Company at Level 8, 55 Hunter Street, Sydney (fax: (02) 9921 5454) by 12.00pm (noon) on Tuesday 24 May 2011. For further information see the instructions on the back of the proxy form attached to this Notice of Meeting.

Personal information: Chapter 2C of the *Corporations Act 2001* requires information about you (including your name, address and details of the shares you hold) to be included in the Company's register of members. This information must continue to be included in the Company's register of members if you cease to be a shareholder. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. The Company may disclose this information for purposes related to your shareholding, including in circumstances permitted under the Chapter 2C of the *Corporations Act 2001*. You can obtain access to your personal information in the Company's register of members in accordance with Chapter 2C of the *Corporations Act 2001*.

Explanatory Statement

This Explanatory Statement has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the annual general meeting of shareholders to be held on Thursday 26 May 2011 at 12.00pm(noon) at the Boardroom, Walker Wayland Services P/L, Level 8, 55 Hunter Street, Sydney. This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting.

1. Background to Resolution 1 - Remuneration Report

The *Corporations Act 2001* (Cth) requires the Company to include in the Directors' Report, details regarding the Company's remuneration policy and other matters relating to and discussion of the remuneration of the Company's officers (a "**Remuneration Report**"). The *Corporations Act 2001* (Cth) also requires the Remuneration Report be adopted at the meeting by a resolution. While there is a requirement for a formal resolution, the members' vote is advisory only and does not bind the Company, nor will it require the Company to alter any arrangements detailed in the Remuneration Report, should the resolution not be passed.

The Remuneration Report is set out on pages 15, 16 and 17 of the Company's 2010 Annual Report. The Remuneration Report explains the structure of, and policy behind the Company's remuneration practices and the link between the remuneration of employees and the Company's performance. The report also sets out remuneration details of each Director on page 20 and for any specified executive. The Directors and Company Secretary are paid a fixed remuneration for the year. There were no incentive or bonus payments.

Members will have a reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

2. Background to Resolution 2 - To elect a Director

Article 6.3 of the Company's existing Constitution requires that one third of Directors retire at each Annual General Meeting. Mr Ian N S Sloan is the Director who is to retire at this Annual General Meeting.

Article 6.3 also provides that a Director who retires as required at an Annual general Meeting be eligible for re-election. Mr Ian Sloan offers himself for re-election.

3. Background to Resolution 3 – Managing Director's Appointment

The Board desires that Mr Malcolm A. Mayger continue to act as Managing Director for another two years until the Annual General Meeting of Members in 2013, in order to continue developing the Company's activities and to further the company's aim to list on the Australian Stock Exchange.

4. Background to Resolution 4 – Chairman's Appointment

The Board desires that Mr John M. Armstrong continues his duties as Chairman for another two years until the Annual General Meeting of Members in 2013.

5. Directors' recommendation.

The Board of directors of the company recommends that members vote in favour of the resolutions set out in the accompanying Notice of Meeting and explained more fully in this Explanatory Statement.

Dated 19th April 2011

Pegmont Mines Limited (ABN 97 003 331 682) ("Company")

Proxy Form

Shareholding:

Appointment of Proxy

I/We being a member/s of the Company and entitled to attend and vote hereby appoint

the Chairperson
of the Meeting
(mark with an 'X')

OR

Write here the name of the person
you are appointing if this person is
someone other than the
Chairperson of the Meeting.

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my/our behalf, at the Annual General Meeting of the Company to be held at the Boardroom, Walker Weyland Services P/L, Level 8, 55 Hunter Street, Sydney on Thursday 26 May 2011 at 12.00pm (noon) and at any adjournment of that meeting.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is % (An additional proxy form will be supplied by the Company on request.)

Voting directions to your proxy - please mark

X to indicate your directions

For Against Abstain
 *

Ordinary business

Resolution 1: Remuneration Report

Resolution 2: To Elect a Director

Resolution 3: Managing Director's Appointment

Resolution 4: Chairman's Appointment

* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If you do **not** wish to direct your proxy how to vote, please place a mark in the box.

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

Please note that the Chairman intends to vote all undirected proxies in favour of the resolutions being passed.

Signature of Members

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Member 2 (if joint holding)

Member 3 (if joint holding)

Sole Director and Sole Company Secretary /
Sole Director (cross out inapplicable capacity)

Director

Director / Company Secretary
(cross out inapplicable capacity)

Contact Name

Contact Daytime Telephone

Date

Proxy instructions

Right to appoint proxy / attorney

Each member may appoint a proxy. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of votes, the member may exercise half the votes. Fractions of votes will be disregarded. A proxy need not be a member of the Company. A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.

Signature of Members

You must sign this form as follows in the spaces provided:

- | | |
|-------------------|--|
| Individual | where the holding is in one name, the member must sign. |
| Joint Holding | where the holding is in more than one name, all of the members must sign. |
| Power of Attorney | to sign under Power of Attorney, either the Power of Attorney must have already been lodged with the Company's Share Registry for notation or the original (or a certified copy) of the Power of Attorney must accompany this document. |
| Companies | the following person(s) must sign:
(a) Australian proprietary company with a sole director who is also the sole company secretary - that person;
(b) Australian proprietary company with a sole director and no company secretary - that person;
(c) other Australian companies - two directors or one director and one company secretary;
(d) foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents. |

Authority conferred on proxy / attorney

Unless otherwise provided for in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:

- (a) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) to vote on any procedural motion, including any motion to elect the Chairman, to vacate the chair or to adjourn the meeting; and
- (b) to speak on any resolution on which the proxy or attorney may vote; and
- (c) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

Deposit of proxy

An instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of that power of attorney certified as a true copy by statutory declaration or a facsimile of the above documents must be deposited at the registered office of the company at Level 8, 55 Hunter Street, Sydney NSW 2000 (fax: (02) 9951 5454) **before 12.00pm(noon) on Tuesday 24 May 2011, being no less than 48 hours before the time scheduled for the commencement of the meeting at 12.00pm(noon) on Thursday 26 May 2011 (or any adjournment of that meeting) at which the person named in the instrument intends to vote.**

A facsimile or a written appointment of a proxy or a power of attorney is valid.

Company Name: PEGMONT MINES LIMITED
ACN/ARBN: ACN 003 331 682
Address: LEVEL 8, 55 HUNTER STREET, SYDNEY, NSW, 2065
Date: 26 MAY 2011 AT 12.00PM AT LEVEL 8, 55 HUNTER STREET, SYDNEY.
Document: MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY

Opening : The Chairman Mr John Armstrong opened the meeting and welcomed all shareholders and introduced the Board & Company Secretary.

Quorum: The Chairman advised proxies had been received from shareholders representing 32,260,795 shares.
The chairman declared a quorum was present at the meeting.

Present: As per the Attendance Register. The Chairman asked if all shareholders had signed the attendance register.

Notice of Meeting: The Company Secretary read the notice of meeting.

Minutes: The Chairman tabled the minutes of the previous meeting and advised the minutes had been signed as a true record.

Ordinary Business: The following ordinary resolutions were considered:

Item 1. To consider the Directors' Report, Balance Sheet and Accounts for the year ended 31 December 2010 and Auditor's Report thereon.

Moved: Chairman Seconded: Wally McDonald
Voting: All in Favour.

Resolution 1. "That the Remuneration Report be adopted."

Moved: Chris Leslie Seconded: Wally McDonald
Voting: All in Favour

Resolution 2. "That Ian N S Sloan be re-elected a Director of the Company"

Moved: Chairman Seconded: Wally McDonald
Voting: All in Favour

Resolution 3. "That Malcolm A. Mayger's appointment as Managing Director be extended for a further period until the Annual General meeting of members in 2013."

Moved: Chairman Seconded: Wally McDonald
Voting: All in Favour

The Chairman handed over the chair to Mr Ian Sloan

Resolution 4. "That Mr John M. Armstrong may continue to act as Chairman of Directors until the Annual General Meeting of members in 2013."

Moved: Chris Leslie Seconded: Wally McDonald

Voting: All in Favour

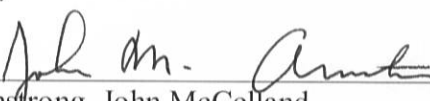
Chairman's Address: Mr John M Armstrong presented the Chairman's Address.

Managing Director's Update: Malcolm Mayger discussed the future listing on the ASX, the drill strategy for the New Hope gold-copper-cobalt project. Malcolm further discussed the presentation document and the possibility of long term potential for large tonnage at Pegmont .

General Discussion & Questions: The following questions were asked by the shareholders:

1. Richard Boyer asked if the upcoming issues are underwritten?
2. Wally Mc Donald asked if the Pegmont conceptual pits comprised old workings?

Closure: There being no further business the meeting was closed at 1.10 pm.


Armstrong, John McClland
Chairman