

Pegmont Mines Limited

ACN 003 331 682

Registered Office

Walker Wayland Services P/L
8th Floor, 55 Hunter Street
Sydney, NSW 2000
Telephone: (02) 8437 3591
Facsimile: (02) 8437 3599

Mail: PO Box 849
Crows Nest, NSW 1585

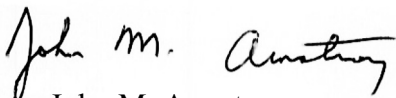
12 March 2013

Dear Shareholder,

Company Circulars

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

- **Annual Report** for the year to 31 December 2012
- **Notice of meeting** to be held on Thursday 2 May 2013; 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, 2 May 2013 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 2012 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 Malcolm A Mayger, 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 Malcolm a Mayger 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 2015".

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 2015".

Other Business

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

Dated the 12th day of March 2013

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, 30 April 2013 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) 9951 5454) by 12.00pm(noon) **on Tuesday 30 April 2013**. 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 2 May 2013 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 17 and 18 of the Company's 2012 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 21 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 Malcolm A Mayger 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 Malcolm Mayger 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 2015, 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 2015.

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 12th March 2013