

MOUNT ROMMEL MINING LIMITED

A.C.N. 005 583 031

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Mount Rommel Mining Limited ("Mount Rommel" or the "Company") will be held in the Hooper Room at the Ballarat Mechanics Institute, Level 1, 117-119 Sturt Street, Ballarat, Victoria 3350 on Saturday, 22nd November 2014 at 10.30am (AEDT).

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

The public statements of the Company are posted on the website of the NSXA, in date sequence. The most recent Annual Report of the Company is on the NSXA record, posted 30 September 2014. Pages 6 to 8 of that Annual Report carry details of the remuneration paid or due to Directors.

Item: 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 2014.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

The Chairman of the Meeting will allow reasonable opportunity for shareholders present to ask questions about, or make comment on those statements and/or reports.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2014 be adopted."

Voting Exclusion

A vote in respect of this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- i. *a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or*
- ii. *a Closely Related Party of such member.*

However, a person may cast a vote on this resolution if:

- iii. *the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described in sub-paragraphs (a) or (b) above; or*
- iv. *the person is the Chairman of the Annual General Meeting voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of Key Management Personnel.*

Resolution 2: Re-election of Mr Rodney Bradshaw as a Director of the Company

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

"That Mr Rodney Bradshaw, 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."

Notes: The non-candidate directors unanimously support the re-election of Mr Rodney Bradshaw. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Rodney Bradshaw's re-election.

Resolution 3: Approval to Issue Shares to Mr John van Til (or his nominee)

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

"That, for the purposes of NSX Listing Rules and for all other purposes, approval is given for the Company to issue 800,000 fully paid ordinary shares to Mr John van Til (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

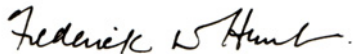
A vote in respect of this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

The Company will disregard any votes cast on resolution 3 by Mr John van Til (or his nominee) and any of his associates.

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 a direction on the proxy form to vote as the proxy decides.*

By order of the Board



Frederick L Hunt
Executive Director
Melbourne

24 October 2014

PLEASE NOTE: *The Explanatory Statement forming part of this Notice is to be found on the NSX website.*

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2014 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by email (fhunt@mountrommel.com), and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: www.mountrommel.com or via the Companies announcement platform on NSX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report – Non Binding Resolution

The Corporations Act, pursuant to sections 249L(2) and 250(2), requires that at a listed Company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, section 250R(3) of the *Corporations Act 2001* expressly provides that the vote on such a resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing its remuneration practices and policies.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as "**Key Management Personnel**") as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report contained at pages 6-8 in the annual financial report of the Company for the financial year ending 30 June 2014. It sets out a range of matters relating to the remuneration of the Directors and senior managers of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting, as required by section 250SA of the Corporations Act.

Pursuant to the *Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2011* which amended the Corporations Act from 1 July 2011, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings (effectively, "two strikes"), shareholders will be required to vote at the second of those annual general meetings on a resolution (referred to as a "spill resolution") to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for re-election.

No strike was recorded at the Company's last Annual General Meeting. On this basis, while the vote on the remuneration report at this Annual General Meeting may potentially be counted towards the two strikes in the future, no board spill can occur this year.

The Directors recommend that shareholders vote in favour of this resolution.

The Company encourages all Shareholders to cast their votes in relation to Resolution 1 and if Shareholders intend to appoint a proxy, Shareholders should direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form. The Chairman of the meeting will vote undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of Mr Rodney Bradshaw as a Director of the Company

The Constitution of the Company requires that at every annual general meeting, one-third or the next highest number nearest one-third of the Directors, shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Bradshaw has been a non-executive Director of the Company's since 8 November 1993 and was last re-elected as a Director at the Company's 2012 Annual General Meeting. He retires by rotation and, being eligible, offers himself for re-election.

Rod Bradshaw is known to be an experienced professional Engineer, with skills in mechanical design, project engineering and project management. His breadth of expertise covers numerous manufacturing processes.

Resolution 3: Approval to Issue Shares to Mr John van Til (or his nominee)

Background

If approved by shareholders, Mr John Van Til (or his nominee) has agreed to be issued Shares in the Company in lieu of amounts considered as being owed to him by the Company.

Allendale

This licence is subject to the directions of Mining Warden J. Butler in an arrangement designed to conclude 28 November 2014, (specifically, the day before the Victorian State elections).

Warden Butler has directed that the Government appoint for this special purpose an independent technically qualified person, with specific responsibilities to review the progress of work on EL 3821, and to advise the Delegate of the Minister (without fear or favor) on that work.

The Company has had the benefit of generous financial support to carry out the special geophysical surveys, now the basis for the above investigation. The cash contribution of Mr John van Til in this regard totals \$55,000. Directors wish to acknowledge that contribution and its current value to the Company, by the issue of 800,000 fully paid ordinary shares to Mr John van Til.

Purpose of resolution 3

In accordance with the Listing Rules the following information is provided to the Shareholders in relation to obtaining approval on resolution 3;

The following information is provided in accordance with the Listing Rules;

- (i) Allottee – Mr John van Til (or his nominee);
- (ii) Number of securities - the maximum number of securities the Company will issue to Mr John van Til (or his nominee) in this regard is 800,000 Shares;
- (iii) Issue date - the Shares will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting;
- (iv) Issue price – the deemed issue price of the Shares is \$0.068 (6.8 cents);
- (v) Terms of the securities - the Shares will rank equally with all other Shares on issue; and
- (vi) Intended use of funds raised – as noted above, the funds were used in years 2012 and 2013 to carry out special geophysical surveys within EL 3821, Allendale.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**ASIC**” means the Australian Securities and Investments Commission;

“**AEDT**” means Australian Eastern Daylight Savings Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Company**” means Mount Rommel Mining Limited ABN 89 005 583 031

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Listing Rules**” means the Listing Rules of the NSX;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**NSX**” means the National Stock Exchange of Australia;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Mount Rommel for the financial year ended 30 June 2014 and which is set out in the 2014 Annual Report.

PROXY AND VOTING INSTRUCTIONS

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 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting 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. 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.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
9. Where a voting exclusion applies, the Company need not disregard a vote if it 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.
10. Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote. This does not apply to the Chairman, who is able to vote undirected proxies. If you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on Resolution 1 by marking either "For", or "Against" or "Abstain" on the proxy form. .
11. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions set out in the proxy form by no later than 10:30 am (AEDT) on 20 November 2014.