



AMENDED

NOTICE OF GENERAL MEETING

DATED 6TH JANUARY, 2016

together with

AN EXPLANATION OF PURPOSE

and

PROVISION FOR PROXY VOTING

The Meeting will be held on

THURSDAY, 4TH FEBRUARY, 2016

Commencing 11.00 a.m.

at

Best Western Motel
Mahoney's Motor Inn & Conference Centre
47A Mahoneys Road
Reservoir, Victoria, 3073

The Directors, and many voluntary supporters, have made it possible to set about positioning this Company to steadily continue its business through changing World market conditions – those described in *The Australian* newspaper, 6th January, 2016.

Members are given the opportunity, by voting, to authorize an intended action, having given consideration to the one Special Resolution set out in this Notice Paper.

An initial Notice of Meeting was posted on the NSXA website on 4th January, 2016. This Amended Notice makes no change to the purpose of the original Notice. It includes additional material in respect of Proxy voting, believed to be sufficient to comply with the *Corporations Act*, and the Listing Rules of NSXA.

FOR EXPRESSIONS OF INTEREST BY PERSONS NOT MEMBERS OF THE COMPANY PLEASE EMAIL
[:info@mountrommel.com](mailto:info@mountrommel.com)

NOTICE OF GENERAL MEETING TOGETHER WITH AN EXPLANATION OF PURPOSE

This Notice is issued by Directors, and includes a provision for Proxy Voting by those Members of the Company unable to attend. Notice is hereby given that a General Meeting of Members, Mount Rommel Mining Ltd., ("Mount Rommel", or "the Company") will be held in the conference room provided at the Best Western Motel, known as Mahoney's Motor Inn & Conference Centre, at 47A Mahoneys Road, Reservoir, Victoria, 3073 – see Google for location map.

*This Notice is given 2nd January, 2016, considered effective as from 5th January, 2016, and applies to a Meeting to be held on **4th February, 2016**, at the above location, **commencing at 11.00 a.m.** The Meeting will proceed where a quorum is present at the appointed time. A quorum for this Meeting requires the presence of three (3) Members.*

GENERAL NATURE OF THE BUSINESS

Directors believe that the information provided to the public through the NSX gives adequate and sufficient information to all persons with respect to operations of the Company. <https://www.nsx.com.au/ftp/news/021731413.PDF>

In the year 2015, Directors noted that quite consistently a small proportion of Members – regardless of the size of their personal shareholdings in the Company – expressed tangible encouragement to Directors to continue the development of the Company. Directors also noted the apparent disinclination of the majority of Members to continue funding developments, or to ensure Directors have those funds needed to satisfy statutory obligations applicable to each registered public company. The outcome is the current situation – one of significant advances in development during 2015, together with bills overdue for payment at year end.

At a Directors' meeting on 31st December, 2015, Directors resolved to call this General Meeting for the express purpose of placing the following Resolution before Members. Directors believe this Resolution will satisfy the two cohorts of Members described above, and –

1. allow any interested person, syndicate or Company to act promptly, to position themselves to gather unique information about the benefits of a new operating process;
2. achieve reduced costs so far as the Company is concerned;
3. offers the likelihood of improving the efficiency of a processing facility (not owned by the Company) and its value to the wider community, and
4. leads to greater commercial certainty in respect of a novel process the Company seeks to further utilise.

Directors perceive no diminished investment value for Members when this intended Resolution is passed.

In accordance with the powers given to Directors under the Constitution to manage the Company, Directors intend to sell by Forward Contract, 10,000 tonnes of sands shown to carry gold, the precious metal content value deemed as being \$120 per tonne, for a cash price of \$12 per tonne as is where is, the purchaser to negotiate a cost of processing with the owner of the facility.

The arrangement amounts to a First Forward Sale proposal, recognised as both practical and possible through the example of processing at site 500 tonnes of like material, in the last quarter, 2015.

A Forward Contract is defined as a **private agreement**, giving the buyer an obligation to purchase, and **the seller an obligation to sell, an asset** (in this case, sands demonstrated to be gold-bearing) at a specified future time (not before 4th February, 2016, but perhaps subject to pre-emptive action by the intending purchaser as disclosed below) at a price set today – that is, at the date of this Notice.

SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following resolution as a Special Resolution –

“That for the purpose of a private agreement, Directors be authorised to sell to any willing purchaser, 10,000 tonnes of gold-bearing sands owned outright by the Company, under MIN 5492, Glenfine, the agreement to include appropriate Terms and Conditions.”

PROPOSED FORWARD SALE PAYMENTS

Directors intend to enter a Forward Contract to sell 10,000 tonnes of sands carrying an indeterminate amount of gold, for a total cash price of \$120,000, payable in either two (2) or three (3) advance payments.

- In the case of those persons who wish to await the approval of Members prior to making any decision, the Forward Contract terms mean \$60,000 payable in cash within seven (7) days of Members approving the above Resolution, and a further \$60,000 in cash within 120 days of the first payment date.
- In the case of those persons seeking to pre-empt the sale to others, \$20,000 cash lodged with the Directors, and accepted by Directors before the meeting, together with two (2) subsequent payments of \$50,000, always paid in advance of processing.
- In the event of competition for this pre-emptive position, Directors will ask intending purchasers to lodge funds at a nominated bank, and the sequence of deposits will be the order of consideration.
- Where deposits made do not result in the one possible contract, money lodged will be returned in seven (7) days.

CONDITIONS APPLYING TO ANY SALE OF SANDS

1. It will be a condition of sale that the purchaser is entitled to all gold recovered from the 10,000 tonnes, that quantity being established by aggregate of day-to-day processed tonnes as recorded at site.
2. The purchaser will have no obligation to pay any compensation to the Company in relation to access or waste stream disposal.
3. All operations on site are to continue as per the Work Plan approved for MIN 5492, meaning that the sands must be treated within the confines of the site.
4. The purchaser and the owner of the processing plant are expected to reach agreement as to reasonable charges for tonnes treated.
5. The purchaser will carry Public Liability Insurance for the time these 10,000 sands are processed, or treat with Company to share those advanced costs.
6. The Directors will require the owner of the existing processing facility to process these Forward Contract tonnes in advance of any other processing at site.
7. The holder of the Forward Contract is to specify whether settlement takes place on delivery to him/her (or representative) of the gold-loaded Activated Carbon from each 500 tonne processed, or as dore gold, delivered off-site, and to agree beforehand as to assay requirements, and to specify the agreed assay office to undertake specified work.

This is intended to be a true Forward Contract. The Directors make no guarantees as to gold content. The risk of either more or less gold is entirely that of the purchaser.

This specialised processing facility will allow settlement at pre-set times during the contract – those times are to be negotiated with the owner of the facility, not to be unreasonably withheld.

The buyer will need to demonstrate sufficient financial capacity to pay operating costs between settlement periods.

There may be other Terms and Conditions of Sale arising during discussions with intending purchasers. The private nature of the intending Forward Contract leaves open those final details. The objective here in this Notice is to convey to Members of the Company the basis for the intended Special Resolution.



F. L. HUNT
Chairman



R. K. BRADSAW
Director

TO MEMBERS OF THE COMPANY – AMENDING COMMENTS

A Notice of General Meeting has been published, the Meeting to take place on 4th February, 2016. The purpose of the meeting is to accept or reject an intended Special Resolution which proposes to Forward Sell a portion of what might be deemed collective asset rights of Members, at Glenfine.

There is no flexibility to the authority intended given by this Special Resolution. There may be flexibility in the conditions pertaining to the sale, but those do not form part of this Special Resolution.

A “special resolution” is defined in section 9 of the *Corporations Act* as one that is passed by at least three-quarters (75%) of **the votes cast by shareholders** (either on a show of hands **at the Meeting**, or by inclusion of proxies if on a poll) being in favour of the Resolution.

Shareholders voting ‘on a show of hands’ at this Meeting may include those attending as a proxy, attorney, or corporate representative, subject to appropriate instrument of proxy, available in the hands of Directors not less than 48 hours before the time of the Meeting.

Section 253 of the *Corporations Act* includes this provision –

“(5) At a meeting at which a special resolution is submitted a declaration of the chairman (of that meeting) that the resolution is carried is, unless a poll is demanded, conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.”

NOTES IN RELATION TO VOTING BY MEMBERS

1. Entire Notice

These Notes and style of Proxy instrument are to be taken to form part of the entire Notice conveying to Members the Explanation for the intended Special Resolution, together with the wording of the Resolution, to be proposed at the General Meeting of Members on 4th February, 2016.

2. Voting Entitlement

The Company has determined that for the purposes of the General Meeting on 4th February, 2016, shares will be taken to be held by those persons registered as holders at 7.00 p.m., Monday, 1st February, 2016. Only those persons will be entitled to vote at this General Meeting. Transfers registered after that time and date will be disregarded in determining entitlements to attend, or vote, at the meeting called for 4th February, 2016.

3. Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation’s place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

4. Voting by appointing a Proxy (the Company Constitution)

- A Member of the Company entitled to attend and cast a vote at the Meeting of 4th February, 2016, may appoint a person as the Member’s proxy to attend and vote for the Member at that Meeting, in accordance with the Constitution of this Company.

- **Proxy Instructions**

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be available to Directors of the Company not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act.

A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation

- A person designated to act as a proxy for a Member of the Company need not be a Member.
- A Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise – see Proxy Form enclosed with these Notice papers.
- An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of this particular Resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the Resolution except as specified in the instrument.
- An instrument appointing a proxy is deemed to confer authority to demand, or join in demanding, a poll.
- The instrument appointing a proxy given hereunder is in the form approved by Directors for the purpose of the General Meeting called 4th February, 2016, and is believed to comply with the *Corporations Act*, Section 250A, and satisfies NSX Listing Rule 6.34.
- Pursuant to the Constitution of the Company, the Directors require all instruments appointing a proxy to be mailed to **PO Box 80, Bundoora, Victoria, 3083**, so as to be available there for collection no later than 48 hours before the time of the Meeting (or before 11.00 a.m. on 2nd February, 2016).

MOUNT ROMMEL MINING LTD

ACN 005 583 031

INFORMATION FOR MEMBERS INTENDING TO VOTE BY RETURN MAIL

Members note: Please supply own envelope and stamps, addressing same ONLY to:
Directors
Mount Rommel Mining Ltd.
PO Box 80
Bundoorra Victoria 3083

Directors are presenting one Special Resolution for the purpose of bringing forward the clean-up of 10,000 tonnes of Glenfine sands. We know that differences of opinion can lead to different conclusions about any proposals to do with the assets of this Company.

We consider that **the ability to vote on this matter by mail, well before the day of the meeting**, provides Members with the best opportunity to show how voting is free of potential influences by any "interested party", whoever they may be. The previous comment is seriously made – the processing facility at Glenfine incorporates a novel design, one recognised as such by the award of two Commonwealth grants. Also, Directors will seek to screen out frivolous or alternate "submissions" put forward, deemed not in the best interests of the Company.

WHO SHOULD VOTE – either in person, or by return mail?

Every Member should vote. There are always persons with a greater reason to vote than others. In this instance, only the Company has rights to the sands, thus no one Member has any conflict of interest in relation to the sands within MIN 5492.

WHY SHOULD MEMBERS VOTE?

This Special Resolution represents a departure from prior funding, which may be repeated in the future. It demonstrates the point at which the Company begins to develop revenue. It also shows how the property in MIN 5492 can be used for the longer term benefit of the entire Company. This means that a "yes" vote sets up a path to improve recognition of *existing* shareholder value.

The Notice of Meeting is itself evidence that in managing the Company the Directors wish to respect the intangible rights of Members – to maintain their proportionate percentage of the Company. The alternative to this intended Forward Contract (sale of sands) is either a new Rights Issue, or a selective placement.

Cash is needed by the Company. Introducing cash by way of future pro-rata Rights issue offer may result in non-participation (as experienced in 2015) and consequent diluted percentages in the holdings of numerous inactive Members. The Directors consider this Special Resolution acts to defer the time for another pro-rata offer, and allows more facts to appear before such an offer.

Attention of Members is drawn to the fact that drilling took place at Clunes, the substantial costs of which were covered by a benefactor, and not by a placement at this time.

EXPECTATION IMPLICIT IN THE SPECIAL RESOLUTION

Risk takers are rewarded fairly.

ASSERTIONS

1. The gold in the sands at Glenfine belong to the Company, and no other party.
2. There are adequate tonnes of sands at Glenfine to allow the Company to enter a Forward Contract as described in the Notice Paper prepared 2nd January, 2016.
3. There is a sufficient supply of water at Glenfine site, for processing on demand at rates of throughput agreed with the owner of the processing facility there.
4. The Directors believe the Company is free to dispose of 10,000 tonnes as they intend, in co-operation with the owners of the processing facility.

I declare, as Chairman, that I will have no commercial interest in the outcome of any intended sale, save through my disclosed shareholding in the Company.



F. L. HUNT
Chairman

Name of Member: _____

Holder number of shares held, and quantity if known: _____

If you are casting a vote by return mail, please place a cross in one of the three boxes below.

Resolution – To authorise Directors to enter a Forward Contract as per the Special Resolution, 4th February, 2016.

For ☐ Against ☐ Abstain ☐

Members intending to appoint a proxy to act on their behalf are advised to take note of the various relevant information provided by these documents. Please see reverse side.

MOUNT ROMMEL MINING LIMITED

ACN 005 583 031

PROXY FORM

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

☐

I/We _____

of _____

being a shareholder(s) of Mount Rommel Mining Limited and entitled to _____ shares appoint:

Name of Proxy: _____

Address of Proxy: _____

By marking this box you acknowledge that the Chairman may exercise your proxy. The Chairman intends voting undirected proxies in favour of the resolution in which he is permitted to vote.

or, in his or her absence, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at Mahoney's Motor Inn, 47A Mahoney's Road, Reservoir, Victoria, 3073, on Thursday, 4th February, 2016, at 11.00 a.m. (AEDT) and at any adjournment of that Meeting.

If a person:

(Signature)

Name (print)

Date: ____/____/____

If a company:

EXECUTED by: _____

Name of company (print)

in accordance with the Corporations Act

(Signature)

(Signature)

Date: ____/____/____

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be available at:

P.O. Box 80, Bundoora VIC 3083

by 11.00 a.m. (AEDT) on 2nd February, 2016, being not less than 48 hours before the time for holding the Meeting or any adjourned meeting, as the case may be.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise votes/ % of my/our total voting rights.

Proxy Instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column for the resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:

For

Against

Abstain

Resolution 1. Authorise Directors to enter a Forward Contract as per the arrangement specified.

☐☐☐