

MOUNT ROMMEL MINNING LIMITED

ACN 005 583 031

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

17 January 2018

Place of Meeting

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

Time of Meeting

10:30 AEST

MOUNT ROMMEL MINING LIMITED

ACN 005 583 031

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Mount Rommel Mining Ltd ("Mount Rommel" or "the Company") will be held Wednesday, 17 January 2018 at the premises Best Western Mahoney's Motor Inn & Conference Centre, 47A Mahoneys Road, Reservoir at 10:30am.

An Explanatory Memorandum containing information in relation to the resolutions to be put to the meeting accompanies this Notice of Annual General Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the year ended 30 June 2017.

2. Remuneration Report

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

"That the Remuneration Report (which forms part of the Director's Report) for the year ended 30 June 2017 be adopted".

Note – Pursuant to Section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Director: Mr Justin Packer

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

That Justin Packer, a Director who was appointed in accordance with Article 10.4.1 of the Company's Constitution, and being eligible, offers himself for re-election – be re-elected as a Director of Mount Rommel Mining Ltd".

4. Re-election of Director, Mr Rodney Bradshaw

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

That Rodney Bradshaw, a Director who retires in accordance with Article 10.1.3 of the Company's Constitution, and being eligible, offers himself for re-election – be re-elected as a Director of Mount Rommel Mining Ltd".

SPECIAL BUSINESS

5. Amendment to Constitution

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

"That Article 3A of the Constitution be amended as follows:

3A.2 by removing the reference to "on MIN 5492" and insert the words "by the Company or from gold acquired by the Company from any other means;

3A.9 by removing the last sentence;

3A.11 by removing the words "obtained Mining Approval by the Mining Approval Date and has commenced mining operations at Glenfine" and replacing with the words "commenced mining operations which has produced gold or the Company has acquired gold by any other means";

3A.11(a) by removing the words “within the term of MIN 5492 or any renewal thereof” with the words “within 5 years of issue” and removing the words “production of gold from the Glenfine Project after” and replace with “any gold held by the company after it has met”

3A.11(i) by removing the words “at Glenfine” in the first sentence and removing the words “Glenfine Project” in the third sentence and replacing with “mining operations”;

3A.13 by removing the words “the term of MIN 5492 or any renewal thereof” and replacing with “5 years from issue”;

3A.14 by removing the words “the term of MIN 5492 or any renewal thereof” and replacing with “5 years from issue”;

3A.18 by removing the definition of “Glenfine Project”, in the definition of “Project Operating Costs” removing the words “at Glenfine” and inserting the words “by the Company”, in the definition of rentals and Royalties removing the reference to “MIN 5492” and inserting the words “of licence fees”, deleting the definitions of “Mining Approval” and “Mining Approval Date” and in the definition of “Project Operations” replacing the words “at Glenfine” with the words “by the Company” and the words “within the area of MIN 5492” with the words “operations by the Company”.

6. Directors fees

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

“That the director’s fees for 2018 be agreed at \$20,000.00 per annum per director and that the directors may elect to take their salary (both accrued and future) as either a cash component or a combination of a cash component and shares, provided that the shares taken by a director does not exceed at value of \$10,000.00 in any single year with the share price for this purpose to be fixed at \$0.05 per share, with further review.”

7. Issue of bonus shares

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

“That the Board be authorised to issue bonus shares to any of the 57 existing option holders on a 3 for 2 basis, for a maximum amount of 1.013,333 shares.”

8. Prospectus for an issue of 20 million options

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

“That the Board be authorised to issue a prospectus for an issue of 20 million options at \$0.03 per option to be converted on a one-fifth basis every three (3) months as follows:

A = \$0.03

B = \$0.04

C = \$0.05

D = \$0.06

E = \$0.07

or such other prices as determined by the Board upon further review if further licence(s) are granted to the Company prior to the issue of the prospectus.”

By Order of the Board of
Mount Rommel Mining Ltd

Frederick L Hunt
Company Secretary
18 December 2017

NOTES: Voting and Instructions for Appointment of Proxy

1. In accordance with the Corporations Act 2001, the Directors have determined that the shares of Mount Rommel that are quoted on The Stock Exchange of Newcastle Limited as at 9:00am on 30 November 2017, will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.
2. A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
3. If the Member does not specify the proportion of votes the proxy may exercise, then each proxy will be taken to exercise one half of the votes held and subject to the proxy with fractional entitlements to votes being disregarded.
4. A proxy duly appointed need not be a Member of the Company. In the case of joint holders all must sign.
5. To be effective, this proxy, duly executed, and any document necessary to show the validity of this proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
6. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
 - (a) Completes and lodges with the Company a valid appointment of proxy in accordance with the instructions in these notes; or
 - (b) Completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of a personal representative in accordance with the provisions of Section 250D of the Corporations Law or causes such personal representative to attend the meeting with such form of appointment an attorney; or
 - (c) Has appointed an attorney and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
7. This proxy form may be returned to the Company by post to:

The Company Secretary
 Mount Rommel Mining Ltd
 C/- J + K Law
 PO Box 32
 Eaglehawk VIC 3556

8. Corporate Members should comply with the execution requirements set out in these notes or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
- (a) 2 directors of the company; or
 - (b) A director and a company secretary of the company; or
 - (c) For a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129 (5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127 (1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127 (1) or (2) as applicable.

In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

9. Completion of this proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
10. Where this proxy form is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

Chairman's voting intentions:

All members appointing proxies should note that the Chairman intends to exercise proxies in his favour, and which do not direct the proxy holder how to vote, in favour of all resolutions. **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.

NOTES

Voting and Instructions for Appointment of Proxy:

1. In accordance with the Corporations Act 2001 the Directors have determined that the shares of the Company that are quoted on the Stock Exchange of Newcastle Limited as at 9.00am on 30 November 2017, will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.
2. A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
3. Rule 9.10 of the constitution governs entitlement of Members to vote and in particular Rule 9.10.1.3 provides:
"on a poll, every person who is a Member or a proxy, attorney or representative of a Member shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one votes for the share, but in respect of partly paid shares, shall have a fraction of vote for each partly paid share. This fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amount paid and payable (excluding amounts credited). In this Rule, amount paid in advance of a call are ignored when calculation the proportion."

At present, partly paid shares have been paid up, but not yet returned to the share registry for due record. These incomplete processed shares are not eligible for voting.

4. If the Member does not specify the proportion of votes the proxy may exercise, then each proxy will be taken to exercise one half of the votes held and subject to the proxy with fractional entitlements to votes being disregarded.
5. A proxy duly appointment need not be a Member of the Company. In the case of joint holders all must sign.
6. A form of proxy accompanies this Notice and, to be effective, the form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
7. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
 - (a) Completes and lodges with the Company a valid appointment of proxy in accordance with the instructions in these notes; or
 - (b) Completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of a personal representative in accordance with the provisions of Section 250D of the Corporations Law or causes such personal representative to attend the meeting with such form or appointment or certificate; or
 - (c) Has appointed an attorney.

and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.

- 8.** Proxies and corporate appointment of representative forms may be returned to the Company by post to:

The Company Secretary
Mount Rommel Mining Ltd
C/- J + K Law
PO Box 32
Eaglehawk VIC 3556

- 9.** Corporate Members should comply with the execution requirements set out in these notes or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provided that a company may execute a document without using its common seal if the document is signed by:

- (a) 2 directors of the company; or
- (b) A director and a company secretary of the company; or
- (c) For a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in the Section 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and confirm to the requirements of Section 127(1) or (2) as applicable.

In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

- 10.** Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
- 11.** Where a proxy form or form of appointment of or certificate of appointment of a personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Members of Mount Rommel Mining Ltd ("Mount Rommel" or "the Company") in relation to the Annual General Meeting of Member of Mount Rommel which will be on 17th day of January 2018 at the premises of Best Westerns Mahoney's Motor Inn & Conference Centre, 47A Mahoneys Road, Reservoir at 10.30am

It forms parts of accompanying Notice of Meeting convening the 2017 Annual General Meeting and contains an explanation of, and information about, the following matters to be considered at the meeting:

- the Financial Statements and Reports;
- the Remuneration Report;
- the re-election of Mr Packer as a director of the Company;
- the re-election of Mr Bradshaw as a director of the Company;
- proposed amendments to the Constitution regarding preference shares;
- the payment of director's fees;
- issue of bonus shares; and
- prospectus for an issue of 20 million options.

The Directors recommend shareholders read the accompanying Notice of General Meeting ("Notice") and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

1. Financial Statements and Reports

Under the Corporations Act 2001, the directors of a public company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company for the previous year for discussion by the members at that annual general meeting.

Shareholders have been given the opportunity to review the Company's financial statements for the year ended 30 June 2017 in the Annual Report, as those were released and published on NSX on 15 December 2017.

Shareholders should note that the sole purpose of tabling the financial statements of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to ask questions or discuss matters arising from the financial statements at the meeting. It is not the purpose of the meeting that the financial statements be approved, rejected or modified in any way. Further as it is not required by the Corporations Act, no resolution to adopt, receive or consider the statements will be put into the meeting.

2. Remuneration Report

The Remuneration Report is included with the Accounts to 30 June 2017, as published on NSX on 15 December 2015. The Corporations Act 2001 requires that

the Remuneration Report be submitted to Shareholders for consideration and adoption by way of a non-binding resolution. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will have the opportunity at the meeting to raise questions at the Annual General Meeting in respect of the Remuneration Report.

3. Re – election of Directors

In accordance with the Company's Constitution, at every Annual General Meeting, directors filling a casual vacancy must retire from office and are eligible for re-election.

Mr. Packer was appointed as a director to fill a casual vacancy in accordance with Article 10.4.1 and being eligible for re-election, has consented to be re-elected and presents himself for re-election. Information about Mr. Packer is contained in the 2017 Annual Report.

In accordance with the Company's Constitution, at every Annual General Meeting, one-third of the directors must retire from office and are eligible for re-election. The directors to retire are those who have been longest in office since their appointment or last re-appointment, or, if the directors have been in office for an equal length of time by agreement.

Mr. Bradshaw retires by rotation and being eligible for re-election, has consented to be re-elected and presents himself for re-election. Information about Mr. Bradshaw is contained in the 2017 Annual Report.

4. Amendment to Constitution

The Constitution of the Company was previously amended to authorise the Company to issue Preference Shares which carried a right to a cumulative dividend of 1.5% per annum to be payable only from the profits from the Company's share of production from mining operations which may be conducted on MIN 5492, being the Glenfine site.

A further amendment to the Constitution of the Company is sought to allow payment of the cumulative dividend to the Preference Shareholders from the broader operations of the Company.

A copy of the relevant pages of the current Constitution and the proposed amendments are annexed to the Explanatory Memorandum, as tabled at the (AGM) meeting.

5. Directors fees

Article 12.20 of the Constitution provides that a Managing Director or Executive Director shall receive such remuneration (whether by salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine.

Over a number of consecutive years, directors Frederick Hunt, Rodney Bradshaw and former director Hamish Hunt were obliged to aggregate their remuneration (as is well known to members, who have voted on the Remuneration Report at previous AGM's). To ensure ongoing liquidity for the Company, the directors may choose to take shares in lieu of a cash component at a price in line with the present market price of 5 cents per share.

6. Issue of bonus shares

Article 3.2.1 of the Constitution authorises the Board to issue shares for the Company. However, Article 3.2.4 of the Constitution requires the Board to seek prior approval of a resolution of the Company in general meeting if the proposed issue of shares could have the effect of transferring a controlling interest in the Company.

The 57 holders of unregistered options as recorded with the Company took those up on the understanding that any exercised would require payment of \$0.07 per share acquired, and for every 2 so acquired, the Directors would issue one bonus share.

On 15 December 2017, the Company Secretary corresponded with 57 option holders to seek an exercise of their options on a 3 for 2 basis at \$0.07. The maximum number of options to be taken up is 1,031,333.

These holders are widespread, and no transfer of control is possible.

The purpose of the request to exercise options at this stage is to raise funds for ongoing administrative costs of the Company and for the costs associated with issue of the prospectus for an issue of 20 million options.

7. Prospectus for an issue of 20 million options

Article 3.2.1 of the Constitution authorises the Board to issue shares for the Company. However, Article 3.2.4 of the Constitution requires the Board to seek prior approval of a resolution of the Company in general meeting if the proposed issue of shares would have the effect of transferring a controlling interest in the Company.

The purpose of the funding is to raise capital funding for a further drilling program principally at Clunes based on the extensive data already held by the Company and the information recently published on NSX on 15 December 2017.

The staggered payments allow option holders to observe and consider the results of any drilling program before committing further funds.

MOUNT ROMMEL MINING LIMITED**ACN 005 583 031****PROXY FORM**

The Company Secretary
 Mount Rommel Mining Ltd
 PO BOX 80
 BUNDOORA VIC 3083

I/We (name of shareholder).....

Of (address).....

being a member/members of Mount Rommel Mining Limited hereby Appoint:

(Name).....

of (address)

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Best Western Mahoney's Motor Inn & Conference Centre, 47A Mahoney's Road, Reservoir on 17 January 2018 at 10.30am AEST and at any adjournment of the meeting.

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. Otherwise, the Proxy is to vote for or against the resolutions referred to in the notice or conveying the General Meeting as follows:

	FOR	AGAINST	ABSTAIN
Resolution 1 – Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Mr. Packer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Mr. Bradshaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Issue of Bonus Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Prospectus for an issue of 20 million options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent ____% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes. My total voting right is _____ share. If no direction is given above or if more than one box is marked, I/we authorise my/our proxy vote or abstain as my/our proxy thinks fit in respect of the resolution to be considered by the meeting and any adjournment of the meeting.

Signature(s)

Date

Individual or Joint Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Director/Company Secretary

Director

Sole Director &
Company

Sole

Secretary