

# MUNDO MINERALS LIMITED

ABN 97 117 790 897

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**NOTICE OF ANNUAL GENERAL MEETING  
PROXY FORM  
and  
EXPLANATORY MEMORANDUM**

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**DATE OF MEETING**

Friday 14<sup>th</sup> November 2008

**TIME OF MEETING**

11:00 am EST

**PLACE OF MEETING**

Sofitel Wentworth Sydney  
61-101 Phillip Street, Sydney  
NSW, 2001

**This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.**

# MUNDO MINERALS LIMITED

ABN 97 117 790 897

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the 2008 Annual General Meeting of Mundo Minerals Limited (“**the Company**”) to be held at the Sofitel Wentworth Sydney, Phillip Street, Sydney, New South Wales on Friday, 14th November 2008 at 11.00am EST for the purpose of transacting the following business.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of Meeting.

Please note terms used in the Resolutions contained in the Notice of Meeting have the same meaning as set out in the glossary of the Explanatory Memorandum accompanying this Notice.

## AGENDA

### ORDINARY BUSINESS:

**1. Financial Report**

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditors for the year ended 30th June 2008.

**2. Re-Election of Barry Eldridge as a Director**

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

*“That Barry Eldridge, being a director of the Company, who retires by rotation under Clause 11.3 of the Company’s constitution, and being eligible, is re-elected as a director of the Company.”*

**3. Adoption of Remuneration Report**

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

*“That the remuneration report contained in the Directors’ Report for the year ending 30 June 2008 be adopted by the Company”*

In accordance with the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

By order of the Board

**Joe Mobilia**

*Company Secretary*

14 September 2008

## **PROXIES**

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.
- A proxy may but need not be a Shareholder of the Company.
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

## **ENTITLEMENT TO VOTE**

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 5.00 pm EST on 12<sup>th</sup> November 2008 will be entitled to attend and vote at the Annual General Meeting.

## **CORPORATIONS**

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

## **QUESTIONS FROM SHAREHOLDERS**

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

A representative of Deloitte Touche Tohmatsu, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2008 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have on the Questions from Shareholders Form and return the form in person or by mail to 45 Ventnor Avenue, West Perth, WA 6005 or by facsimile to +61 8 9429 8800 so that it is received by no later than 5:00 pm (WST) on 10<sup>th</sup> November 2008.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2008. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

# MUNDO MINERALS LIMITED

ABN 97 117 790 897

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting of Mundo Minerals Limited ("**Company**") to be held at Sofitel Wentworth Sydney, Phillip Street, Sydney, New South Wales on Friday 14th November 2008 at 11.00am EST.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

### Ordinary Business

#### 1. Annual Financial Report

The Corporations Act requires:

- the Reports of the Directors and Auditors; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2008,

to be tabled at the Annual General Meeting. Neither the Corporations Act nor the constitution requires a vote of shareholders on the reports or statements. However, Shareholders will be given reasonable opportunity to raise questions on the Reports and ask questions of the Company's auditor.

#### 2. Re-election of Barry Eldridge as a Director

Barry Eldridge retires by rotation and offers himself for re-election.

Mr Eldridge was appointed to the board on 30<sup>th</sup> March 2006 and was appointed as non-executive Chairman on 13 June 2008.

Mr Eldridge is a Mining Engineer and Geologist with more than 30 years in senior management and operational positions. He was previously managing director of Portman Limited, and has held senior executive roles with Griffin Coal Limited, North Limited and Forrestania Gold Limited. He is currently a director of Cleveland Cliffs Inc and chairman of Millenium Minerals Limited and Vulcan Resources Limited.

#### 3. Adoption of Remuneration Report

The Remuneration Report is set out in the Directors Report in the Company's 2008 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

## **GLOSSARY**

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

<b>ASIC</b>	means Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Mundo Minerals Limited ABN 97 117 790 897.
<b>Corporations Act</b>	means Corporations Act 2001 (Cth).
<b>Corporations Regulations</b>	means Corporations Regulations 2001.
<b>Director</b>	means a director of the Company.
<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Notice or Notice of Meeting</b>	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means holder of one or more Shares.
<b>EST</b>	means Australian Eastern Standard Time.

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# QUESTIONS FROM SHAREHOLDERS

This form is provided with the notice of the Annual General Meeting of Mundo Minerals Limited to be held at the Sofitel Wentworth Sydney, Phillip Street, Sydney, New South Wales on Friday 14th November 2008 at 11.00am EST to assist shareholders in asking questions of:

- The Directors in relation to the management of the Company; and
- A representative of Deloitte Touche Tohmatsu, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2008, in relation to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements and the independence of the auditor in relation to the conduct of the audit.

The Board and the auditor will endeavour to respond to the questions received by Shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

## Name of Shareholder/s:

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## Questions (Please indicate in the box if the question is directed at the auditor)

1. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

2. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

3. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## Lodging this form

If you wish to ask questions using this form, you must submit this form as described below no later than 5.00pm (WST) on 10th November 2008.

**By Mail:** Company Secretary, Mundo Minerals Limited, 45 Ventnor Avenue West Perth WA 6005.

**By Fax:** +618 9429 8800



**MUNDO MINERALS LIMITED**

ABN 97 117 790 897

Registered Office Address:

45 Ventnor Avenue

WEST PERTH WA 6005

Telephone: (08) 9429 8889

Facsimile: (08) 9429 8800

# MUNDO MINERALS LIMITED

ABN 97 117 790 897

## PROXY FORM

The Company Secretary  
Mundo Minerals Limited  
Registered Office Address:  
45 Ventnor Avenue  
WEST PERTH WA 6005  
Facsimile: (08) 9429 8800

I/We (name of Shareholder) \_\_\_\_\_

of (address) \_\_\_\_\_

being a member/members of MUNDO MINERALS LIMITED hereby appoint

(name) \_\_\_\_\_

of (address) \_\_\_\_\_

and/or failing him (name) \_\_\_\_\_

of (address) \_\_\_\_\_

or failing that person then the Chairperson 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 Sofitel Wentworth Sydney, Phillip Street, Sydney, New South Wales on Friday 14th November 2008 commencing at 11:00 am EST and at any adjournment of the meeting.

*Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:*

I/We direct my/our Proxy to vote in the following manner:

**For**                      **Against**                      **Abstain**

Resolution 2 – Re-election of Barry Eldridge as a Director

Resolution 3 – Adoption of Remuneration Report

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of all of the Resolutions, please place a mark in this box.*

*By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of all of the Resolutions and that votes cast by the Chair of the meeting for other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your vote on all of the Resolutions and your vote will not be counted in calculating the required majority if a poll is called on all of the Resolutions.*

The Chairperson intends to vote any undirected proxies in favour of the Resolutions.

**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 \_\_\_\_\_ Shares**

*If the Shareholder(s) is an individual:*

\_\_\_\_\_  
Dated: \_\_\_\_\_ 2008

\_\_\_\_\_  
Dated: \_\_\_\_\_ 2008

*If the Shareholder is a company:*  
Affix common seal (if required by Constitution)

\_\_\_\_\_  
Director/Sole Director and Secretary

\_\_\_\_\_  
Director/Secretary

Dated: \_\_\_\_\_ 2008

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by at least one of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, (that is by 11.00 am EST on 12th November 2008) by post, facsimile or e-mail to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
  - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way; and
  - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.
7. The Chairperson intends to vote in favour of all resolutions in relation to undirected proxies.

### MUNDO MINERALS LIMITED

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