

# NOTICE OF ANNUAL GENERAL MEETING MAGNUM GOLD N.L. A.B.N. 70 003 170 376

Notice is hereby given that the Annual General Meeting of Magnum Gold N.L. will be held in Suite 1, Level 2, 1 York Street, Sydney on 26 May 2005 at 3.00pm.

## **Agenda:**

### **Ordinary Business**

#### **1. Financial report and directors' and audit reports**

To receive and consider the financial report, including the directors' declaration, for the year ended 31 December 2004 and the related directors' report and audit report.

#### **2. Election of directors**

To elect three directors:

- (a) Dr. J.C. Schiller retires in accordance with the Company's constitution and, being eligible, offers himself for re-election.
- (b) Mr. P.R. Richard retires in accordance with the Company's constitution and, being eligible, offers himself for re-election.
- (c) Mr. J.B. Rodger retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election.

### **Special Business**

#### **3. Approval of issue of shares under 7.4 of the ASX Listing Rules**

To approve a previous allotment of 5,000,000 ordinary shares on 17 January 2005. Details of the allotment were as follows:-

- i) the number of shares allotted was 5,000,000;
- ii) the shares were issued at \$0.10 each;
- iii) the shares were ordinary fully paid shares that rank equally with other fully paid ordinary shares;
- iv) the names of the allottees were:-

Commodity Traders (NZ) Limited	500,000
William Douglas Goodfellow	500,000
Bruce Birnie Pty Limited	500,000
ANZ Nominees Limited	500,000
Elizabeth Kelly	500,000
State One Nominees Pty Limited	360,000
Classic Capital Pty Limited	300,000
Yellow Rock Pty Limited	200,000
Brian Kelsall	190,000
Ernest & Shirley Klimatis	150,000
Crusade Holdings Pty Limited	150,000

Shannon Corporate Nominees Pty Limited	150,000
Geoff Hayward	100,000
Peter Damien Robbins	100,000
Napong Lapping	100,000
Gail Blunt	100,000
Australian Pensioners Fund Pty Limited	100,000
Eleventh Klingon Pty Limited	100,000
Gentry Investment (Just Chris Trust)	100,000
Finance Associates Pty Limited (Gregory Family Account)	100,000
Ronald McLellan Williamson	100,000
Sven James Robertson	100,000
	<hr/>
	<u>5,000,000</u>

- v) the funds were used to provide working capital
- vi) the company will disregard any votes by a person who participated in the issue, or associates of those persons, but will not disregard any votes by legitimate proxies.

By Order of the Board  
S.J. Danielson  
Secretary

31 March 2005

**Proxies**

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the company's share registrar, Mitchell & Partners, by 3.00pm on 24 May 2005.

The completed form of proxy may be:

Mailed to Mitchell & Partners, Suite 1, Level 2, 1 York Street, Sydney 2000, or  
Faxed to Mitchell & Partners on (02) 9251 3008.

A member 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 member's voting rights. A proxy need not be a member of the company.

**FORM OF PROXY**

The Secretary  
Magnum Gold N.L.  
C/- Mitchell & Partners,  
Suite 1, Level 2, 1 York Street,  
SYDNEY NSW 2000  
AUSTRALIA.

I/We \_\_\_\_\_  
(print shareholder(s) name(s))

of \_\_\_\_\_  
(print address of shareholder(s))

being a member/members of Magnum Gold N.L. hereby appoint

\_\_\_\_\_

(print proxy's name in full)

of \_\_\_\_\_  
(print proxy's address)

and (if you wish to appoint two proxies) \_\_\_\_\_  
(print second proxy's name in full)

of \_\_\_\_\_  
(print second proxy's address)

or, in the proxy's/proxies' absence or if no other appointee is mentioned, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the company to be held on 26 May 2005 and at any adjournment of that meeting.

I/We desire to vote on the resolutions as indicated below:-

Please indicate with an X how you wish your vote to be cast. Unless otherwise instructed, the proxy may vote as he/she thinks fit. The resolutions are numbered as in the notice of meeting.

Item	For	Against	Abstain
<b>1 To adopt the financial report</b>			
<b>2(a) Election of Dr. J.C. Schiller as a director</b>			
<b>2(b) Election of Mr. P.R. Richard as a director</b>			
<b>2(c) Election of Mr. J.B. Rodger as a director</b>			
<b>3 To subsequently approve previous issue of shares under 7.4 of the ASX Listing Rules</b>			

**Voting of Chairman**

In relation to undirected proxies, the Chairman intends to vote in favour of each resolution.

*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.*

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2005.

Signature(s) of member(s)

\_\_\_\_\_  
\_\_\_\_\_

- NOTES:
1. If you have appointed two proxies please indicate what proportion of your voting rights each proxy is to represent.
  2. If the appointment of a proxy is signed by the appointer's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

The completed form of proxy may be:

- mailed to the address on the form, or
- faxed to Mitchell & Partners on (02) 9251 3008.