



ACN 072 745 692

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

Wednesday, 5 November 2008

Time of Meeting

11.00am WDT

Place of Meeting

The Celtic Club
48 Ord Street
West Perth WA 6005

MINCOR RESOURCES NL

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the shareholders of Mincor Resources NL ACN 072 745 692 ("Company") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 5 November 2008 at 11.00am WDT for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

A G E N D A

BUSINESS

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

ANNUAL ACCOUNTS

To receive and consider the financial statements of the Company for the year ended 30 June 2008, consisting of the Income Statements, Balance Sheets, Statements of Changes in Equity, Statements of Cash Flows, the Directors' Report, the Directors' Declaration and the Auditors' Report.

RESOLUTION 1 – Remuneration Report

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

That pursuant to and in accordance with section 250R(2) of the Corporations Act, the Remuneration Report as contained within the Directors' Report be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – Re-election of Mr John William Gardner as a Director

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

That Mr John William Gardner, being a Director of the Company, retiring by rotation in accordance with Rule 15.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

For the purpose of Resolutions 1 and 2:

Company means Mincor Resources NL ACN 072 745 692;

Corporations Act means *Corporations Act 2001* (Cth); and

Director means a director of the Company.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

BY ORDER OF THE BOARD



Brian Lynn
Company Secretary

Dated: 26 September 2008

PROXIES

- A shareholder entitled to attend and vote at the above annual general meeting of shareholders may appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified 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.
- A proxy may, but need not be, a shareholder of the Company.
- The instrument appointing a proxy must be in writing, executed by the appointor or his/her attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer or his/her 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 regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 5.00pm WDT on 3 November 2008 will be entitled to attend and vote at the annual general meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting ("Notice") of Mincor Resources NL ("Company").

The Directors of the Company recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

RESOLUTION 1 – Remuneration Report

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the *Corporations Act*.

Pursuant to Section 250R(2) of the *Corporations Act*, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

Shareholders are advised that pursuant to Section 250R(3) of the *Corporations Act*, this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out within the Directors' Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2 – Re-election of John William Gardner as a Director of the Company

Rule 15.2 of the Company's Constitution provides that at every annual general meeting of the Company one-third of the Directors (other than alternate Directors and the Managing Director) shall retire from office. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Accordingly, pursuant to Rule 15.2 of the Company's Constitution, John William Gardner, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

GLOSSARY

Board means the board of Directors;

Company means Mincor Resources NL ACN 072 745 692;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

Notice means the Notice of Annual General Meeting accompanying this Explanatory Memorandum; and

WDT means Australian Western Daylight Time.

MINCOR RESOURCES NL
ACN 072 745 692

PROXY FORM

The Company Secretary
Mincor Resources NL
Level 1, 56 Ord Street
WEST PERTH WA 6005 Facsimile: (08) 9321 8994

We (name of shareholder)

of (address)

being a member/members of Mincor Resources NL HEREBY APPOINT

(name)

of (address)

and/or failing him (name)

of (address)

or failing that person then the Chairman of the Annual 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 on 5 November 2008 at 11.00am WDT at the Celtic Club, 48 Ord Street, West Perth, Western Australia 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:

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr John William Gardner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

It is the Chairman's intention to vote in favour of the resolutions.

Dated: 2008

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.
Note, if a specific proportion of the shareholder's voting rights is not specified then each proxy may exercise half of the shareholder's voting rights.
My total voting right is _____shares.

IF THE SHAREHOLDER IS AN INDIVIDUAL:

Signature: _____

Name: _____

IF THE SHAREHOLDER IS A COMPANY:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary

Director/Secretary

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 may 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 11.00am WDT on 3 November 2008 by post or facsimile 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; and
 - 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; and
 - 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. It is the Chairman's intention to vote in favour of the resolutions.

MINCOR
RESOURCES NL

**Mincor's 2008 Annual Report
is now available online at
www.mincor.com.au**

(then click the Annual Report
icon on the home page)

**To request a hard copy of
the report, please see
reverse of this form**

ANNUAL REPORT 2008



To request a hard copy of Mincor's 2008 Annual Report...

EMAIL

your name and address to:

hayley@mincor.com.au

noting "2008 Annual Report"
in the subject line

or

FAX

this completed form to:

(08) 9321 8994
within Australia
(+618) 9321 8994
International

or

MAIL

this completed form to:

Mincor Resources NL
PO Box 1810
West Perth WA 6872
AUSTRALIA

Please send a hard copy of Mincor's 2008 Annual Report to:

NAME:

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COMPANY:

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ADDRESS:

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**TAKE NO ACTION if you do not wish to receive a hard copy of
the Annual Report through the post.**

**The Annual Report is currently available for viewing or
downloading from our website www.mincor.com.au**