



# **KINGSROSE MINING LIMITED**

ABN 49 112 389 910

## **NOTICE OF GENERAL MEETING**

**AND**

## **EXPLANATORY STATEMENT**

General Meeting to be held at 10.00 am (WST) on Tuesday, 21 April 2009  
at Suite 3, 16 Kearns Crescent, Applecross, WA 6153

*This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary, Mrs. Jeannette Smith, on (08) 9316 2711.*

## Notice of General Meeting

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Notice is hereby given that a General Meeting of Kingsrose Mining Limited (the **Company**) will be held at Suite 3, 16 Kearns Crescent, Applecross, WA 6153 on Tuesday, 21 April 2009 at 10.00 am (WST).

### ORDINARY BUSINESS

- **Resolution 1 – Refreshment of Approval to issue Securities.**

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

"That for the purpose of Listing Rule 7.1 and for all other purposes, approval and authority is given by the Shareholders for the Company to allot and issue such number of shares as the Directors shall determine at a price which is at least 80% of the average market price for shares in the class (which average is calculated over the last five days on which sales in the shares were recorded before the day on which the issue was made or, if there is a prospectus, Product Disclosure Statement or offer information statement relating to the issue, over the last five days on which sale in the shares were recorded before the date of the prospectus, Products Disclosure Statement or offer information statement is signed) in order to raise an amount of up to A\$15 million."

#### ***Voting Exclusion Statement***

*The Company will disregard any votes cast on which resolution by a person who may participate in the proposed issue and any person who may obtain a benefit in the capacity as holder of ordinary shares or an associate of such person. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides*

- **Resolution 2 – Ratification of Past Issue of Shares**

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

"That for the purposes of Listing Rules 7.1 and 7.4, the Shareholders hereby approve and ratify the issue by the Company of 9.7m ordinary Shares made in January 2009."

#### ***Voting Exclusion Statement***

*The Company will disregard any votes cast on which resolution by a person who participated in the issue and any associate of that person. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## **Proxies**

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

## **"Snap-shot" Time**

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 10.00 am (WST) on 20 April 2009 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

## **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of corporate representative form is available upon request from the Company Secretary.

## **By order of the Board**



Mrs Jeannette Smith  
Company Secretary  
19 March 2009

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Kingsrose Mining Limited ("Kingsrose" or "the Company") in connection with the business to be conducted at the General Meeting of Shareholders to be held at Suite 3, 16 Kearns Crescent, Applecross WA 6153 on Tuesday, 21 April 2009 at 10.00am WST ("the Meeting").

This Explanatory Statement should be read in conjunction with the accompanying Notice of General Meeting ("the Notice").

The following matters should be noted in respect of the resolutions in the Notice:

### **Resolution 1 – Approval to Issue Shares**

At the General Meeting of Members held on 21 January 2009, shareholders passed a resolution authorising the issue of shares to raise up to A\$15 million. In accordance with the Listing Rules, such approval was given on the basis that the shares would be issued within 3 months of the date of the meeting.

Due to market conditions, the implementation of the share issue has taken longer than anticipated and may not be complete by 21 April 2009, being the date three months after the date of the general meeting at which the issue was approved.

Accordingly, shareholders are asked to refresh such approval to enable the Shares to be issued after 21 April 2009.

In accordance with Listing Rule 7.3, the following information is provided:

**a) The maximum number of Shares the entity is to issue (if known) or the formula for calculating the number of Shares the entity is to issue**

The maximum number of shares to be allotted will be an amount which is sufficient to raise A\$15,000,000 based on the price per Share determined by the Directors subject to the constraints specified in the resolution.

**b) The date by which the entity will issue the Shares (which must be no later than 3 months after the date of the meeting)**

It is anticipated that, subject to Shareholder approval, the Shares will be issued on one date and in any event no later than 3 months after the date of the General Meeting, or such later date as approved by ASX by way of ASX granting a waiver under the Listing Rules.

**c) The issue price of the Shares, which must be either a fixed price or a minimum price**

Under Listing Rule 7.3.3, the minimum price may be fixed or a stated percentage that is at least 80% of the average market price for securities in that class. The average is calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue was made or, if there is a prospectus, Product Disclosure Statement or offer information statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus, Product Disclosure Statement or offer information is signed.

The price at which the shares will be issued will be determined by the Directors based on market conditions at the time of issue but will be not less than the 80% of market price referred to above. Because of the current volatility in market conditions it is not possible for the Directors to determine the issue price as at the date of this Explanatory Statement being circulated to shareholders.

**d) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected**

It is anticipated that the allottees will be clients of Southern Cross Equities.

**e) The terms of the Shares**

The Shares will rank equally in all respects with existing Shares on issue.

**f) The intended use of the funds raised**

The funds are to be raised by the Company for the following purposes:

- (i) completion of construction of the mine at the Project.
- (ii) to fund repayment of the loans pursuant to the terms of the Loan Arrangements Deed pursuant to which the Company has obligations to fund the repayment of various loans made to its wholly owned subsidiaries connected to the Project;
- (iii) to fund site exploration during the construction phase for the Project; and
- (iv) general working capital requirements.

**g) The dates of allotment or a statement that allotment will occur progressively**

See paragraph b).

**Resolution 2 - Ratification of Securities Issue**

In January 2009, the Company issued 9.7 million ordinary shares at an issue price of \$0.10 each ("January Share Issue"). Such issue did not breach Listing Rule 7.1

The effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue, without Shareholders approval, further securities up to the full 15% limit currently imposed by Listing Rule 7.1.

As required by Listing Rule 7.5, the following information is provided in relation to the issue of the January Share Issue:

(a) at total of 9.7 million ordinary shares were issued pursuant to the January Share Issue.

(b) Under the January Share Issue, the shares were issued at \$0.10 each.

- (c) The shares were fully paid ordinary shares ranking equally in all respects with existing Shares on issue.
- (d) The shares were issued to clients of Kirke Securities and to other non related individual investors identified by the Board.
- (e) The funds raised have been used for working capital for the Company.

## **Glossary**

In this explanatory Statement the following terms bear the following meanings:

“Company” means Kingsrose Mining Ltd;

“Loan Arrangements Deed” means a deed dated 10 September 2008 and made between PT Natarang Mining, the Company, Singapore Mining Ventures Pte Limited, Icon Enterprises Ltd, MM Gold Pty Ltd and various other parties which provided for the repayment of various loan by PT Natarang Mining;

“Listing Rules” means the ASX Listing Rules;

“Project” means the Way Linggo Gold and Silver Project in Sumatra Indonesia owned by PT Natarang Mining an Indonesian company in which the Company has an 85% shareholding via various subsidiaries;

“Shares” means ordinary fully paid ordinary shares in the capital of the Company.

# PROXY FORM

**Kingsrose Mining Limited ABN 49 112 389 910**

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

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

being a member/members of Kingsrose Mining Limited entitled to attend and vote at the General Meeting HEREBY APPOINT

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

or failing that person or, if no person is named, the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting of the Company to be held at Suite 3, 16 Kearns Crescent, Applecross, WA 6153 on Tuesday, 21 April 2009 at 10.00 am (WST) and at any adjournment of the meeting.

**Voting directions to your proxy – please mark  to indicate your directions.**

	For	Against	Abstain*
Resolution 1 – Equity Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of January 2009 share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to the Resolutions, if the Chairman of the General 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 the Resolutions, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the General Meeting may exercise your proxy even if he has an interest in the outcome of the Resolutions and that votes cast by the Chairman of the General Meeting for those resolutions 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 Chairman will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Resolutions.

*\* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will be not be counted in computing the required majority on a poll.*

***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. The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.***

**PLEASE SIGN HERE: This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Individual or Shareholder 1

Sole Director and Secretary  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxies must be allocated a proportion of the Shareholder's voting rights (by inserting the percentage in the appropriate box on the form). If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
  2. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
  3. A proxy may decide whether to vote on any motion or resolution, except where the proxy is required by law or the appointing company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit. If a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of the item on a poll.
  4. The Chairman of the General Meeting will be Mr John Morris.
  5. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
    - (a) two directors of the company;
    - (b) a director and the 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 Corporations 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.
6. Completion of a proxy form will not prevent individual Shareholders from attending the General Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the shareholder is present at the Meeting.
  7. Where a proxy form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this proxy.
  8. To vote by proxy, please complete and sign the proxy form enclosed and either:
    - (a) return the proxy form by personal delivery or courier to Kingsrose Mining Limited, Suite 3, 16 Kearns Crescent, Applecross WA;
    - (b) send the proxy form by post to Kingsrose Mining Limited, Suite 3, 16 Kearns Crescent, Applecross WA 6153; or
    - (c) send the proxy form by facsimile to Kingsrose Mining Limited on facsimile number (08) 9316 2511 (or international +61 8 9316 2511),

so that it is received not later than 10.00am (WST) on 19 April 2009.

**Proxy forms received later than this time will be invalid.**