
CONQUEST MINING LIMITED**ACN 009 232 277****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 10.00 am (WST)

DATE: Thursday, 26 November 2009

PLACE: Rendezvous Observation City Hotel
The Esplanade,
SCARBOROUGH BEACH WA 6019.

This Notice of 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 Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9240 4111.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am (WST) on Thursday, 26 November 2009 at:

Rendezvous Observation City Hotel,
The Esplanade,
SCARBOROUGH BEACH WA 6019.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Conquest Mining Limited , PO Box 572, Balcatta, Western Australia 6914; or
- (b) facsimile to the Company on facsimile number (+61 8) 9240 4054,

so that it is received not later than 10.00 am (WST) on 24 November 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00 am (WST) on Thursday, 26 November 2009 at Rendezvous Observation City Hotel, The Esplanade, Scarborough Beach, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 10.00 am (WST) on 24 November 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2009.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRUNO FIRRIOLO

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Bruno Firriolo, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DOUGLAS STEWART

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Douglas Stewart, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – OPTIONS TO MARTIN MALE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 200,000 Options to Martin Male on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. Where a voting exclusion applies, the Company need 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.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – OPTIONS TO PAUL SZABO

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 200,000 Options to Paul Szabo on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. Where a voting exclusion applies, the Company need 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.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 40,322,586 Tranche 1 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need 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.

7. RESOLUTION 7 – PLACEMENT - TRANCHE 2 SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 40,322,575 Tranche 2 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates

of those persons. However, the Company need 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.

8. RESOLUTION 8 – ISSUE OF SCE OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 2,000,000 SCE Options to Southern Cross Equities Limited (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need 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.

DATED: 16 OCTOBER 2009

BY ORDER OF THE BOARD



**CONQUEST MINING LIMITED
MR BRUNO FIRRIOLO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00 am (WST) on Thursday, 26 November 2009 at Rendezvous Observation City Hotel, The Esplanade, Scarborough Beach, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2009.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTIONS 2 & 3 – RE-ELECTION OF DIRECTORS

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Bruno Firriolo and Douglas Stewart retire by rotation and seek re-election. A short bio on each of Mr Firriolo and Mr Stewart is set out below.

Mr Firriolo is a Certified Practising Accountant who has held the office of Company Secretary with Conquest Mining Limited since April 2002 and was appointed an Executive Director in November 2003. He has been a partner with the accounting firm Cleaver & Associates since April 1991 dealing with all aspects of accounting and taxation. For many years Mr Firriolo offered specialised taxation consulting services to other accounting firms as well as major corporate clients. Mr Firriolo's experience in financial and corporate matters is supplemented by a period of co-ownership in a national wholesale business.

Mr Stewart was appointed a Non Executive Director with Conquest Mining Limited on 30 November 2007. He has over 39 years experience in the mining industry in a variety of geological and engineering roles. His experience covers a wide range of commodities. Mr Stewart has had management responsibilities on mining operations in Africa, Canada and New Zealand in both open pit and underground mines.

Mr Stewart was formerly an Associate Director of NM Rothschild & Sons (Australia) performing technical due diligence and valuations for potential investments for Rothschild Golden Arrow Fund as well as raising over \$100 million for the fund. Mr Stewart was most recently the Managing Director of Territory Resources Limited until July 2007, where he played a principal role in managing that company through IPO and into production. His work included undertaking a feasibility study, capital raising, regulatory approvals, construction of port facilities, commercial agreements and appointment of suitable personnel to plan and operate the mine.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – OPTIONS TO MARTIN MALE

4.1 General

Mr Martin Male is the Company's Principal Geologist. On 23 June 2006, the Company entered into an employment agreement with Mr Male pursuant to which, as part of his remuneration package, Mr Male will receive 600,000 Options to be issued in three tranches.

On 23 June 2009, the Company issued 200,000 Options (being the third tranche of Options to be issued) as consideration for services provided to the Company.

The subscriber pursuant to this issue, being Mr Male, was not a related party of the Company.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Option Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Option Ratification:

- (a) 200,000 Options were allotted;

- (b) the Options were issued for nil cash consideration;
- (c) the Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Options were allotted and issued to Martin Male on 23 June 2009; and
- (e) no funds were raised from this issue as the Options were issued in consideration for services provided to the Company. If the Options are exercised, the Company will receive \$120,000.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – OPTIONS TO PAUL SZABO

5.1 General

Mr Paul Szabo is the Company's Senior Field Technician and Prospector. On 23 June 2006, the Company entered into an employment agreement with Mr Szabo pursuant to which, as part of his remuneration package, Mr Szabo will receive 600,000 Options to be issued in three tranches.

On 23 June 2009, the Company issued 200,000 Options (being the third tranche of Options to be issued) as consideration for services provided to the Company.

The subscriber pursuant to this issue, being Mr Szabo, was not a related party of the Company.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Option Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Option Ratification:

- (a) 200,000 Options were allotted;
- (b) the Options were issued for nil cash consideration;
- (c) the Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Options were allotted and issued to Paul Szabo; and
- (e) no funds were raised from this issue as the Options were issued in consideration for services provided to the Company. If the Options are exercised, the Company will receive \$120,000.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES

6.1 General

On 22 October 2009, the Company issued 40,322,586 Tranche 1 Shares at an issue price of \$0.62 each to raise up to \$25 million.

The subscriber pursuant to this issue was not a related party of the Company.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Tranche 1 Shares (**Share Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 40,322,586 Tranche 1 Shares were allotted;
- (b) the issue price was \$0.62 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to professional and sophisticated investor clients of Southern Cross Equities; and
- (e) the funds raised from this issue were used for funding of the Silver Hill Mine Project and the Mt Carlton Project, and for working capital.

7. RESOLUTION 7 – PLACEMENT - TRANCHE 2 SHARES

7.1 General

Resolution 7 seeks Shareholder approval for the allotment and issue of 40,322,575 Tranche 2 Shares at an issue price of \$0.62 per Share (**Share Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

The effect of Resolution 7 will be to allow the Directors to issue the Tranche 2 Shares pursuant to the Share Placement during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

- (a) the maximum number of Tranche 2 Shares to be issued is 40,322,575;
- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be \$0.62 per Share;

- (d) the Tranche 2 Shares will be allotted and issued to professional and sophisticated investor clients of Southern Cross Equities;
- (e) the Tranche 2 Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Share Placement towards funding of the Silver Hill Mine project and the Mt Carlton Project, and for working capital.

8. RESOLUTION 8 – ISSUE OF SCE OPTIONS

8.1 General

Resolution 8 seeks Shareholder approval for the allotment and issue of 2,000,000 SCE Options to Southern Cross Equities Limited (**Option Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

The effect of Resolution 8 will be to allow the Directors to issue the Options pursuant to the Option Placement during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Option Placement:

- (a) the maximum number of SCE Options to be granted is 2,000,000;
- (b) the SCE Options will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the SCE Options will be issued in part consideration for Southern Cross Equities Limited arranging the capital raising referred to in Resolutions 6 and 7;
- (d) the SCE Options will be allotted and issued to Southern Cross Equities Limited (or its nominees);
- (e) the SCE Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the Option Placement as they are being issued in part consideration for Southern Cross Equities Limited arranging the capital raising referred to in Resolutions 6 and 7.

9. ENQUIRIES

Shareholders are required to contact Bruno Firriolo on (+ 61 8) 9240 4111 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX decides is not a business day.

Company means Conquest Mining Limited (ACN 009 232 277).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option as the context requires.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

SCE Option means an option to acquire a Share with the terms and conditions set out in Schedule 2.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Tranche 1 Shares means the Shares issued in accordance with Resolution 6.

Tranche 2 Shares means the Shares to be issued in accordance with Resolution 7.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options issued to Martin Male and Paul Szabo pursuant to Resolutions 4 and 5 have not been exercised.
- (c) The Options issued to Martin Male pursuant to Resolution 4 and Paul Szabo pursuant to Resolution 5 will expire at 5:00 pm (WST) on 22 June 2011 (**Expiry Date**).
- (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The amount payable upon exercise of each Option will be \$0.60 (**Exercise Price**).
- (f) The Options must be exercised in multiples of 200,000.
- (g) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice).

- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (j) The Options are not transferable.
- (k) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (l) The Company will not apply for quotation of the Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give

Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (o) A Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (p) The Options will lapse on termination of the Optionholders' employment unless termination occurs as a result of a takeover, in which case full entitlements remain on any Options already issued.

SCHEDULE 2 – TERMS AND CONDITIONS OF SCE OPTIONS

The SCE Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each SCE Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each SCE Option, the Optionholder must exercise the SCE Options in accordance with the terms and conditions of the SCE Options.
- (b) The SCE Options will expire at 5:00 pm (WST) on that date which is 3 years from the date of their issue (**Expiry Date**). Any SCE Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each SCE Option will be \$0.93 (**Exercise Price**).
- (d) The SCE Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their SCE Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of SCE Options specifying the number of SCE Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of SCE Options being exercised;

(Exercise Notice).

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of SCE Options specified in the Exercise Notice.
- (h) The SCE Options are not transferable.
- (i) All Shares allotted upon the exercise of SCE Options will upon allotment rank *pari passu* in all respects with other Shares.
- (j) The Company will not apply for quotation of the SCE Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of SCE Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the SCE Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the SCE Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their SCE Options prior to the date for determining entitlements to participate in any such issue.
- (m) A SCE Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the SCE Option can be exercised.

PROXY FORM

**APPOINTMENT OF PROXY
CONQUEST MINING LIMITED
ACN 009 232 277**

ANNUAL GENERAL MEETING

I/We

of

being a member of Conquest Mining Limited and entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10 am (WST), on Thursday 26 November 2009 at Rendezvous Observation City Hotel, The Esplanade, Scarborough Beach, Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual 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 **Resolutions 4 to 8** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 4 to 8 and that votes cast by the Chair of the Annual General Meeting for Resolutions 4 to 8 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 votes on Resolutions 4 to 8 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 4 to 8.

OR

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Bruno Firriolo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Douglas Stewart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Prior Issue – Options to Martin Male	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ratification of Prior Issue – Options to Paul Szabo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification of Prior Issue of Tranche 1 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Placement – Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Issue of SCE Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s): _____

Date: _____

Individual or Member 1	Member 2	Member 3
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

CONQUEST MINING LIMITED
ACN 009 232 277

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Conquest Mining Limited , PO Box 572, Balcatta, Western Australia 6914; or
 - (b) facsimile to the Company on facsimile number +61 8 9240 4054,so that it is received not later than 10.00 am (WST) on 24 November 2009.

Proxy forms received later than this time will be invalid.